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

FORM 10-Q

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

For the quarterly period ended March 31, 2015

OR

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

For the transition period from to

Commission file number: 000-30653



Galaxy Gaming, Inc.

(Exact name of small business issuer as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

20-8143439
(IRS Employer
Identification No.)

6767 Spencer Street, Las Vegas, NV 89119
(Address of principal executive offices)

(702) 939-3254
(Issuer's telephone number)

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

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer 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 issuer 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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>

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

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 39,065,591 common shares as of May 15, 2015.

GALAXY GAMING, INC.
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2015
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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

- 1 [Balance Sheets as of March 31, 2015 and December 31, 2014 \(unaudited\)](#)
 - 2 [Statements of Operations for the three months ended March 31, 2015 and 2014 \(unaudited\)](#)
 - 3 [Statements of Comprehensive Income \(Loss\) for the three months ended March 31, 2015 and 2014 \(unaudited\)](#)
 - 4 [Statements of Cash Flows for the three months ended March 31, 2015 and 2014 \(unaudited\)](#)
 - 5-17 [Notes to Financial Statements \(unaudited\)](#)
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GALAXY GAMING, INC.
BALANCE SHEETS
(Unaudited)

ASSETS	March 31, 2015	December 31, 2014
Current assets:		
Cash and cash equivalents	\$ 260,633	\$ 560,184
Restricted cash	115,752	107,913
Accounts receivables, net allowance for bad debts of \$34,887 and \$34,887	1,456,296	1,472,743
Prepaid expenses	86,611	80,440
Inventory	229,302	232,789
Note receivable – related party, current portion	383,298	383,298
Deferred tax asset	47,691	47,691
Other current assets	68,739	62,584
Total current assets	2,648,322	2,947,642
Property and equipment, net	359,849	382,098
Products leased and held for lease, net	115,421	125,665
Intangible assets, net	14,378,575	14,756,648
Goodwill	1,091,000	1,091,000
Deferred tax assets, net of current portion	47,848	143,614
Other assets, net	44,511	45,416
Total assets	\$ 18,685,526	\$ 19,492,083
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 526,452	\$ 518,428
Accrued expenses	462,218	519,166
Income taxes payable	76,467	22,872
Deferred revenue	650,904	647,625
Jackpot liabilities	126,348	111,360
Current portion of capital lease obligations	67,629	66,273
Current portion of long-term debt	3,578,394	3,480,864
Total current liabilities	5,488,412	5,366,588
Deferred rent	58,000	56,242
Capital lease obligations, net of current portion	119,763	137,204
Long-term debt, net of debt discount, net of current portion	10,881,291	12,056,467
Total liabilities	16,547,466	17,616,501
Commitments and Contingencies (See Note 12)		
Stockholders' equity		
Preferred stock, 10,000,000 shares, \$.001 par value preferred stock authorized; 0 shares issued and outstanding	—	—
Common stock, 65,000,000 shares authorized; \$.001 par value 38,990,591 and 38,990,591 shares issued and outstanding	38,991	38,991
Additional paid-in capital	2,863,358	2,844,488
Accumulated deficit	(917,441)	(980,300)
Accumulated other comprehensive income (loss)	153,152	(27,597)
Total stockholders' equity	2,138,060	1,875,582
Total liabilities and stockholders' equity	\$ 18,685,526	\$ 19,492,083

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

GALAXY GAMING, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	FOR THE THREE MONTHS ENDED	
	March 31, 2015	March 31, 2014
	(Unaudited)	(Unaudited)
Revenue:		
Product leases and royalties	\$ 2,578,310	\$ 2,260,809
Product sales and service	5,783	4,002
Total revenue	<u>2,584,093</u>	<u>2,264,811</u>
Costs and expenses:		
Cost of ancillary products and assembled components	23,289	19,320
Selling, general and administrative	1,579,073	1,152,657
Research and development	152,987	113,336
Depreciation	41,293	14,293
Amortization	378,073	389,499
Share-based compensation	18,870	53,688
Total costs and expenses	<u>2,193,585</u>	<u>1,742,793</u>
Income from operations	<u>390,508</u>	<u>522,018</u>
Other income (expense):		
Interest income	5,885	5,627
Interest expense	(279,939)	(283,237)
Total other expense	<u>(274,054)</u>	<u>(277,610)</u>
Income before provision for income taxes	116,454	244,408
Provision for income taxes	(53,595)	(93,243)
Net income	<u>\$ 62,859</u>	<u>\$ 151,165</u>
Basic income per share	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Diluted income per share	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted average shares outstanding:		
Basic	<u>38,990,591</u>	<u>38,380,816</u>
Diluted	<u>39,015,591</u>	<u>38,409,600</u>

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

GALAXY GAMING, INC.
STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

**FOR THE THREE MONTHS
ENDED
MARCH 31,**

	<u>2015</u>	<u>2014</u>
Net income	\$ 62,859	\$ 151,165
Other comprehensive income:		
Foreign currency translation adjustments, net of tax	180,749	(44,273)
Total comprehensive income	<u>\$ 243,608</u>	<u>\$ 106,892</u>

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

GALAXY GAMING, INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

**FOR THE THREE MONTHS
ENDED
MARCH 31,**

	<u>2015</u>	<u>2014</u>
Cash flows from operating activities:		
Net income for the period	\$ 62,859	\$ 151,165
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense	41,293	14,293
Amortization expense	378,073	389,499
Amortization of debt discount	52,158	52,158
Deferred income tax provision	53,595	93,243
Share-based compensation	18,870	53,688
Changes in operating assets and liabilities:		
Increase in restricted cash	(7,839)	(9,039)
Decrease (increase) in accounts receivable	13,125	(51,081)
(Increase) decrease in other current assets	(6,155)	13,284
Decrease (increase) in inventory	3,487	(36,929)
Increase in prepaid expenses	(6,171)	(94,198)
Increase in other long-term assets	—	(18,794)
Increase in accounts payable	8,491	50,547
(Decrease) increase in accrued expenses	(56,799)	7,359
Increase in deferred revenue	3,279	27,933
Increase in jackpot liabilities	14,988	10,590
Increase in deferred rent	1,758	—
Net cash provided by operating activities	<u>575,012</u>	<u>653,718</u>
Cash flows from investing activities:		
Acquisition of property and equipment	(7,895)	(10,619)
Net cash used in investing activities	<u>(7,895)</u>	<u>(10,619)</u>
Cash flows from financing activities:		
Principal payments on capital leases	(16,085)	—
Principal payments on notes payable	(841,203)	(723,347)
Net cash used in financing activities	<u>(857,288)</u>	<u>(723,347)</u>
Effect of exchange rate changes on cash	<u>(9,380)</u>	<u>4,646</u>
Net decrease in cash and cash equivalents	<u>(299,551)</u>	<u>(75,602)</u>
Cash and cash equivalents – beginning of period	<u>560,184</u>	<u>438,502</u>
Cash and cash equivalents – end of period	<u>\$ 260,633</u>	<u>\$ 362,900</u>
Supplemental cash flow information:		
Cash paid for interest	<u>\$ 279,939</u>	<u>\$ 283,237</u>
Cash paid for income taxes	<u>\$ —</u>	<u>\$ —</u>
Supplemental non-cash financing activities information:		
Inventory transferred to leased assets	<u>\$ —</u>	<u>\$ 36,550</u>
Effect of exchange rate on note payable in foreign currency	<u>\$ 288,601</u>	<u>\$ 75,710</u>

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

GALAXY GAMING, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. DESCRIPTION OF BUSINESS

Unless the context indicates otherwise, references to “Galaxy Gaming, Inc.,” “we,” “us,” “our,” or the “Company,” refers to Galaxy Gaming, Inc., a Nevada corporation. “GGLLC” refers to Galaxy Gaming, LLC, a Nevada limited liability company that was a predecessor of the Company’s business, but is not directly associated with Galaxy Gaming, Inc.

Description of business. We are an established global gaming company specializing in the design, development, manufacturing, marketing and acquisition of proprietary casino table games and associated technology, platforms and systems for the casino gaming industry. We are a leading supplier of gaming entertainment products worldwide and provide a diverse offering of quality products and services at competitive prices, designed to enhance the player experience.

Casinos use our proprietary products to enhance their gaming floor operations and improve their profitability, productivity and security, as well as offer popular cutting-edge gaming entertainment content and technology to their players. We market our products to land-based, riverboat and cruise ship and internet gaming companies. The game concepts and the intellectual property associated with these games are typically protected by patents, trademarks and/or copyrights. We market our products primarily via our internal sales force to casinos throughout North America, the Caribbean, the British Isles, Europe, Africa and to cruise ships and internet gaming sites worldwide. We currently have an installed base of our products on over 4,000 gaming tables located in over 500 casinos, which positions us as the second largest provider of proprietary table games in the world.

Revenues consist of primarily recurring royalties received from our clients for the licensing of our game content and other products. These recurring revenues generally have few direct costs thereby generating high gross profit margins. In lieu of reporting as *gross profit*, this amount would be comparable to *revenues less cost of ancillary products and assembled components* on our financial statements. Additionally, we receive non-recurring revenue from the sale of associated products.

We group our products into three product categories we classify as “Proprietary Table Games,” “Enhanced Table Systems,” “e-Tables” and “Ancillary Equipment.” Our product categories are summarized below. Additional information regarding our products may be found on our web site, www.galaxygaming.com. Information found on the web site should not be considered part of this report.

Proprietary Table Games. We design, develop and deliver our Proprietary Table Games to enhance our casino clients’ table game operations. Casinos use our Proprietary Table Games in lieu of those games in the public domain (e.g. Blackjack, Craps, Roulette, etc.) because of their popularity with players and to increase profitability. Our Proprietary Table Games are grouped into two product types we call “Side Bets” and “Premium Games.” Side Bets are proprietary features and wagering schemes typically added to public domain games such as poker, baccarat, pai gow poker, craps and blackjack table games. Examples of our side bets include such popular titles as *Lucky Ladies*, *21+3* and *Bonus Craps*. Premium Games are unique stand-alone games with their own unique set of rules and strategies. Examples of our Premium Games include such popular titles as *High Card Flush*, *World Poker Tour Heads Up Hold’em*, *Three Card Poker*, and *Texas Shootout*. Generally, Premium Games command a higher price point per unit than Side Bets.

Enhanced Table Systems. Enhanced Table Systems are electronic enhancements used on casino table games to add to player appeal and enhance game security. We include three products in this category: our *Bonus Jackpot System*, our *Inter-Casino Jackpot System* and our *MEGA-Share*.

Our *Bonus Jackpot System* facilitates a jackpot players can win by making a qualified wager. The jackpot is awarded to a player (or players) upon obtaining a specific triggering event. Our *Bonus Jackpot System* can facilitate either a fixed, adjustable or progressive style jackpot.

Our *Inter-Casino Jackpot System* leverages the abilities of our *Bonus Jackpot System* to connect and/or aggregate bonus or progressive jackpots from multiple casinos into a common network. We receive compensation by collecting a fixed fee or a transaction fee.

MEGA-Share is a game-play methodology invented by us that allows a player of one of our table games to share in the winnings of a jackpot together with other players. An example of this concept would be when multiple table game players are playing in a casino and one player obtains a winning hand entitling him or her to a jackpot. This jackpot winning event will trigger a second *MEGA-Share* jackpot that is divided among all players who made a *MEGA-Share* qualified wager.

e-Tables. In 2011, we licensed the worldwide rights (excluding Oklahoma, Kentucky and the Caribbean), to the *TableMAX* e-Table system. Simultaneously we obtained the e-Table rights to the casino table games *Caribbean Stud*, *Caribbean Draw*, *Progressive Blackjack*, *Texas Hold’em Bonus* and *Blackjack Bullets*. See Note 17. The *TableMAX* e-Table system is a fully automated, dealer-less,

multi-player electronic table game platform. These platforms allow us to offer our Proprietary Table Game content in markets where live table games are not permitted. Our e-Table product enables automation of certain components of traditional table games such as data collection, placement of bets, collection of losing bets and payment of winning bets. This automation provides benefits to both casino operators and players, including greater security and faster speed of play, reduced labor and other game related costs and increased profitability.

Ancillary products. In 2014, we entered into an exclusive license for the worldwide rights to a patented technology that detects invisible card markings. With this technology, we developed *SpectrumVision*, which uses highly specialized and customized optics to see markings on playing cards that would otherwise be invisible or undetectable to the naked eye and surveillance cameras. *SpectrumVision* will be leased for a monthly fee and we anticipate shipping the first units by June 2015.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES

This summary of our significant accounting policies is presented to assist in understanding our financial statements. The financial statements and notes are representations of our management team, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America (“U.S. GAAP”) and have been consistently applied to the preparation of the financial statements.

Basis of presentation. The accompanying financial statements have been prepared in accordance with U.S. GAAP and the rules of the SEC. In the opinion of management, all adjustments necessary in order for the financial statements to not be misleading have been reflected herein.

Basis of accounting. The financial statements have been prepared on the accrual basis of accounting in conformity with U.S. GAAP. Revenues are recognized as income when earned and expenses are recognized when they are incurred. We do not have significant categories of cost as our income is recurring with high margins. Expenses such as wages, consulting expenses, legal, regulatory and professional fees and rent are recorded when the expense is incurred.

Cash and cash equivalents. We consider cash on hand, cash in banks, certificates of deposit, and other short-term securities with maturities of three months or less when purchased, as cash and cash equivalents. Our bank accounts are deposited in insured institutions. The funds are insured up to \$250,000 per account. To date, we have not experienced uninsured losses.

Restricted cash. We are required by gaming regulation to maintain sufficient reserves in restricted accounts to be used for the purpose of funding payments to winners of our jackpots offered. Compliance with restricted cash requirements for jackpot funding is reported to gaming authorities in various jurisdictions.

Inventory. Inventory consists of ancillary products such as signs, layouts, and bases for the various games and electronic devices and components to support our Enhanced Table Systems. Inventory value is determined by the average cost method and management maintains inventory levels based on historical and industry trends. We regularly assess inventory quantities for excess and obsolescence primarily based on forecasted product demand. See Note 5.

Products leased and held for lease. We provide products whereby we maintain ownership and charge a fee for the use of the product. Since we retain title to the equipment, we classify these assets as “products leased and held for lease” and they are shown on the accompanying balance sheets. These assets are stated at cost, net of depreciation. Depreciation on leased products is calculated using the straight-line method over a three year period.

Property and equipment. Property and equipment are being depreciated over their estimated useful lives, 3 to 5 years, using the straight-line method of depreciation for book purposes.

Intellectual property and intangible assets. These intellectual property and intangible assets have finite lives and are being amortized using the straight-line method over their economic useful lives, five to thirty years. Material assets added over the past several years are as follows:

Client installation base	60 months
Licensing agreements	60 months
Patents	87 - 132 months
Trademarks	144 - 360 months
Client relationships	264 months

The intangible assets are analyzed for potential impairment whenever events or changes in circumstances indicate the carrying value may not be recoverable.

Goodwill. A goodwill balance of \$1,091,000 was created as a result of the PTG asset acquisition. This asset will be assessed for impairment at least annually and if found to be impaired, its carrying amount will be reduced and an impairment loss will be recognized.

Impairment of long-lived assets. We continually monitor events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, we assess the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, we recognize an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Leases. We recognize rent expense for operating leases on a straight-line basis (including the effect of reduced or free rent and rent escalations) over the applicable lease term. The difference between the cash paid to the landlord and the amount recognized as rent expense on a straight-line basis is included in deferred rent. The landlord of our corporate headquarters financed leasehold improvements in the amount of \$150,000. See Note 12. These improvements have been recorded as a capital lease and amortized over the life of the lease.

Concentration of risk. We are exposed to risks associated with clients who represent a significant portion of total revenues. For the three months ended March 31, 2015 and 2014, we had the following client revenue concentrations:

	Location	2015 Revenue	2014 Revenue
Client A	North America	15.3%	15.3%
Client B	United Kingdom	6.7%	8.6%
Client C	North America	5.3%	5.0%
Client D	North America	5.1%	3.7%
Client E	United Kingdom	4.3%	5.6%

We are also exposed to risks associated with the expiration of our patents. In 2015, domestic and international patents will expire on two of our products, which account for approximately \$1,403,000 or 54.3% of our revenue for the three months ended March 31, 2015.

Revenue recognition. Revenue is primarily derived from the licensing of our products and intellectual property. Consistent with our strategy, revenue is generated from negotiated month-to-month recurring licensing fees or the performance of our products, or both. We also, occasionally, receive a one-time sale of certain products and/or reimbursement of our manufactured equipment.

Substantially, all of our revenue is recognized when it is earned. Depending upon the product and negotiated terms, our clients may be invoiced monthly in advance, monthly in arrears or quarterly in arrears for the licensing of our products. If billed in advance, the advance billings are recorded as deferred revenue on our balance sheet. If billed in arrears, we recognize the corresponding preceding period's revenue upon invoicing at the subsequent date. Generally, we begin earning revenue with the installation or "go live" date of the associated product in our clients' establishment. The monthly recurring invoices are based on executed agreements with each client.

Additionally, clients may be invoiced for product sales at the time of shipment or delivery of the product. Revenue from the sale of our associated products is recognized when the following criteria are met:

- (1) Persuasive evidence of an arrangement between us and our client exists;
- (2) Shipment has occurred;
- (3) The price is fixed and/or determinable; and
- (4) Collectability is reasonably assured or probable.

The combination of hardware and software included in our Enhanced Table Systems and e-Tables is essential to the operation of the respective systems. As such, we do not segregate the portion of revenue between manufactured equipment and any software or electronic devices needed to use the equipment when the system is provided. We do not market the software separately from the equipment.

Costs of ancillary products and assembled components. Ancillary products include paytables (display of payouts), bases, layouts, signage and other items as they relate to support specific proprietary games in connection with the licensing of our games. Assembled components represent the cost of the equipment, devices and incorporated software used to support the *Bonus Jackpot System* and *SpectrumVision*.

Research and development. We incur research and development (“R&D”) costs to develop our new and next-generation products. Our products reach commercial feasibility shortly before the products are released and therefore R&D costs are expensed as incurred. Employee-related costs associated with product development are included in R&D costs.

Foreign currency translation. For non-US functional accounts, assets and liabilities are translated at exchange rates in effect at the balance sheet date, and income and expense accounts at the average exchange rates for the year. Resulting currency translation adjustments are recorded as a separate component of shareholders’ equity. We record foreign currency transactions at the exchange rate prevailing at the date of the transaction with resultant gains and losses being included in results of operations. Realized foreign currency transaction gains and losses have not been significant for any period presented.

Income taxes. We use the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and operating loss and tax credit carry-forwards. These temporary differences will result in deductible or taxable amounts in future years when the reported amounts of the assets or liabilities are recovered or settled. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some or all of the deferred tax assets may not be realized. Adjustments to the valuation allowance increase or decrease our income tax provision or benefit. As of March 31, 2015 and 2014, we had a valuation allowance of \$221,443 and \$0, respectively, against foreign tax credit carryovers.

We follow the provisions contained in Accounting Standards Codification (“ASC”) Topic 740, Income Taxes. We recognize the tax benefit from an uncertain tax position if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position.

Judgment is required in determining the provision for incomes taxes and related accruals, deferred tax assets and liabilities. In the ordinary course of business, there are transactions and calculations where the ultimate tax outcome is uncertain. Additionally, our tax returns are subject to audit by various tax authorities. Although we believe that our estimates are reasonable, actual results could differ from these estimates

Basic income (loss) per share. Basic earnings per share is calculated by dividing net income by the weighted average number of common shares issued and outstanding during the year. Diluted earnings per share is similar to basic, except that the weighted average number of shares outstanding is increased by the potentially dilutive effect of outstanding stock options and warrants, if applicable, during the year, using the treasury stock method.

Stock-based compensation. We measure and recognize all stock-based compensation, including restricted stock and stock-based awards to employees, under the fair value method. We measure the fair value of stock-based awards using the Black-Scholes model and restricted shares using the grant date fair value of the stock. Compensation is attributed to the periods of associated service and such expense is recognized on a straight-line basis over the vesting period of the awards. Forfeitures are estimated at the time of grant, with such estimate updated when the expected forfeiture rate changes.

Use of estimates and assumptions. We are required to make estimates, judgments and assumptions that we believe are reasonable based on our historical experience, contract terms, observance of known trends in our company and the industry as a whole, and information available from other outside sources. Our estimates affect reported amounts for assets, liabilities, revenues, expenses and related disclosures. Actual results may differ from initial estimates.

Reclassifications. Certain accounts and financial statement captions in the prior periods have been reclassified to conform to the current period financial statements.

Recently adopted accounting standards – not adopted

We believe there is no additional new accounting guidance adopted, but not yet effective, which is relevant to the readers of our financial statements. However, there are numerous new proposals under development which, if and when enacted, may have a significant impact on its financial reporting.

NOTE 3. NOTE RECEIVABLE – RELATED PARTY

The note receivable balance was as follows:

	March 31, 2015	December 31, 2014
Note receivable	\$ 383,298	\$ 383,298
Less: current portion	(383,298)	(383,298)
Long-term note receivable	<u>\$ —</u>	<u>\$ —</u>

A note receivable was acquired as part of the 2007 asset purchase agreement with GGLLC. The note receivable is a ten year unsecured note with a 6% fixed interest rate, monthly principal and interest payments of \$6,598 with the unpaid principal and interest due in February 2017. The terms of the note were amended in September 2010 whereby the monthly principal and interest payment was reduced to \$3,332 and the unpaid principal and interest is due August 2015.

Interest income associated with this note receivable was \$5,761 and \$5,545 for the three months ended March 31, 2015 and 2014, respectively. At March 31, 2015, there was an interest receivable balance of \$46,334 which is included in other current assets.

Management evaluates collectability on a regular basis and will set up reserves for uncollectible amounts when it has determined that some or all of this receivable may be uncollectible. At March 31, 2015 and December 31, 2014, management believed that 100% of the note receivable principal and interest amounts are collectible.

NOTE 4. PREPAID EXPENSES

Prepaid expenses consisted of the following at:

	March 31, 2015	December 31, 2014
Dues & subscriptions	\$ 35,430	\$ 14,562
Insurance	19,609	16,612
Travel	18,098	8,587
Professional services	8,760	21,863
IT systems	2,270	9,304
Rent	1,989	1,989
Other prepaid expenses	455	523
Trade show expense	—	7,000
Prepaid expenses	<u>\$ 86,611</u>	<u>\$ 80,440</u>

NOTE 5. INVENTORY

Inventory consisted of the following at:

	March 31, 2015	December 31, 2014
Raw materials and component parts	\$ 92,620	\$ 96,254
Finished goods	69,464	69,464
Work-in-process	111,394	111,247
	273,478	276,965
Less: inventory reserve	(44,176)	(44,176)
Inventory	<u>\$ 229,302</u>	<u>\$ 232,789</u>

NOTE 6. PROPERTY AND EQUIPMENT

Property and equipment, recorded at cost, consisted of the following at:

	March 31, 2015	December 31, 2014
Leasehold improvements	\$ 150,000	\$ 150,000
Furniture and fixtures	197,751	197,751
Computer equipment	87,719	84,186
Automotive Vehicles	86,364	86,364
Office equipment	21,763	17,403
	<u>543,597</u>	<u>535,704</u>
Less: accumulated depreciation	(183,748)	(153,606)
Property and equipment, net	<u>\$ 359,849</u>	<u>\$ 382,098</u>

Included in depreciation expense was \$30,142 and \$5,707 related to property and equipment for the three months ended March 31, 2015 and 2014, respectively.

Property and equipment includes \$243,970 of leasehold improvements, furniture and fixtures under capital leases as of March 31, 2015. Accumulated depreciation of assets under capital leases totaled \$58,657 as of March 31, 2015.

NOTE 7. PRODUCTS LEASED AND HELD FOR LEASE

Products leased and held for lease consisted of the following at:

	March 31, 2015	December 31, 2014
Enhanced table systems	\$ 233,495	\$ 233,496
Less: accumulated depreciation	(118,074)	(107,831)
Products leased and held for lease, net	<u>\$ 115,421</u>	<u>\$ 125,665</u>

Included in depreciation expense was \$10,243 and \$7,682 related to products leased and held for lease for the three months ended March 31, 2015 and 2014, respectively.

NOTE 8. INTANGIBLE ASSETS

Intellectual property and intangible assets consisted of the following at:

	March 31, 2015	December 31, 2014
Patents	\$ 12,866,217	\$ 12,866,217
Customer relationships	3,400,000	3,400,000
Trademarks	2,740,000	2,740,000
Non-compete agreements	660,000	660,000
Licensing agreements	35,000	35,000
	<u>19,701,217</u>	<u>19,701,217</u>
Less: accumulated amortization	(5,322,642)	(4,944,569)
Intangible assets, net	<u>\$ 14,378,575</u>	<u>\$ 14,756,648</u>

Amortization expense was \$378,073 and \$389,499 for the three months ended March 31, 2015 and 2014, respectively.

In October 2011, we acquired the following intangible assets related to the asset purchase with Prime Table Games LLC and Prime Table Games UK (collectively “Prime Table Games”):

	<u>Fair Value</u>
Patents	\$ 13,259,000
Customer relationships	3,400,000
Trademarks	2,740,000
Goodwill	1,091,000
Non-compete agreement	660,000
Total acquired intangible assets	<u>\$ 21,150,000</u>

NOTE 9. ACCRUED EXPENSES

Accrued expenses, consisted of the following at:

	<u>March 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Royalties	\$ 96,142	\$ 59,715
Salaries & payroll taxes	81,391	70,262
TableMAX reimbursement	75,143	72,636
Vacation	68,221	58,642
Commissions	59,782	148,902
Trade show expenses	39,235	41,666
Professional fees	38,679	60,779
Accrued interest	3,625	3,686
Other accrued expenses	—	2,878
Accrued expenses	<u>\$ 462,218</u>	<u>\$ 519,166</u>

NOTE 10. CAPITAL LEASE OBLIGATIONS

Capital lease obligations consisted of the following at:

	<u>March 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Capital lease obligation – leasehold improvements	\$ 128,339	\$ 135,171
Capital lease obligation – office furniture	59,053	68,306
	187,392	203,477
Less: Current portion	(67,629)	(66,273)
Capital lease obligations	<u>\$ 119,763</u>	<u>\$ 137,204</u>

The capital lease obligation – office furniture requires 30 monthly payments of \$3,641, including interest at 10.2%, beginning April 2014 through September 2016.

The capital lease obligation – leasehold improvements requires 60 monthly payments of \$2,879, including 5.5% interest, beginning May 2014 through May 2019.

The capital leases cover furniture and leasehold improvements located at our corporate headquarters in Las Vegas, Nevada. Annual requirements for capital leases obligations are as follows:

<u>March 31,</u>	<u>Total</u>
2016	\$ 78,239
2017	54,695
2018	34,548
2019	34,548
2020	5,758
Total minimum lease payments	\$ 207,788
Less: amount representing interest	(20,396)
Present value of net minimum lease payments	<u>\$ 187,392</u>

NOTE 11. NOTES PAYABLE

Notes payable consisted of the following at:

	<u>March 31,</u> <u>2015</u>	<u>December 31,</u> <u>2014</u>
Notes payable, net of debt discount - PTG	\$ 13,319,934	\$ 14,385,643
Note payable – related party	1,057,245	1,065,324
Vehicles, notes payable	82,506	86,364
	<u>14,459,685</u>	<u>15,537,331</u>
Less: Current portion	(3,578,394)	(3,480,864)
Total long-term debt	<u>\$ 10,881,291</u>	<u>\$ 12,056,467</u>

The note payable – related party requires monthly principal and interest payments of \$9,159, at a fixed interest rate of 7.3% through February 2017, at which time there is a balloon payment due of \$1,003,000. This note payable is a result of the asset purchase agreement with GLLC. The note payable between GLLC and Bank of America was the subject of litigation and was settled in February 2014. See Note 12 for further details.

In October 2011, we closed an asset acquisition with Prime Table Games (“PTG”). Included within the structure of the \$23 million acquisition was a \$22.2 million component consisting of two promissory notes: 1) a note payable for \$12.2 million, and 2) a note payable for £6.4 million GBP (\$10.0 million USD) note. The notes were recorded at fair value, net of a debt discount of \$1,530,000. See Note 17 for further details.

Maturities of our notes payable are as follows:

<u>Maturities as of</u> <u>March 31,</u>	<u>Total</u>
2015	\$ 3,578,394
2016	5,153,536
2017	4,369,562
2018	2,143,696
2019	14,285
Total notes payable	\$ 15,259,473
Less: debt discount	(799,788)
Notes payable, net of debt discount	<u>\$ 14,459,685</u>

NOTE 12. COMMITMENTS AND CONTINGENCIES

Operating lease obligations. In February 2014, we entered into a lease (the “Spencer Lease”) for a new corporate office with an unrelated third party. The 5-year Spencer Lease is for a building approximately 24,000 square feet in size, which is comprised of approximately 16,000 square feet office space and an 8,000 square feet warehouse. The property is located in Las Vegas, Nevada.

The initial term of the Spencer Lease commenced on April 1, 2014. We paid approximately \$153,000 in annual base rent in the first year, which increases by approximately 4% each year. We are also obligated to pay real estate taxes and other building operating costs. Subject to certain conditions, we have certain rights under the Spencer Lease, including rights of first offer to purchase the

premises if the landlord elects to sell. We also have an option to extend the term of the Spencer Lease for two consecutive terms of three years each, at the then current fair market value rental rate determined in accordance with the terms of the Spencer Lease.

In connection with the Spencer Lease, the landlord has agreed to finance tenant improvements (“TI Allowance”) of \$150,000. The base rent is increased by an amount sufficient to fully amortize the TI Allowance through the Spencer Lease term upon equal monthly payments of principal and interest, with interest imputed on the outstanding principal balance at the rate of 5.5% per annum. The TI Allowance has been classified as a capital lease on the balance sheet. See Note 10.

Pursuant to the Spencer Lease, we have the option to terminate the Spencer Lease effective at the end of the 36th month (“Termination Date”). We must deliver written notice of our intention to terminate the Spencer Lease to landlord at least six months before the Termination Date. In the event we exercise our option to terminate, we must pay the landlord a termination fee equal to the sum of (i) all unamortized TI Allowance amounts, plus (ii) all unamortized leasing commissions paid by landlord with respect to the Spencer Lease, plus (iii) all unamortized rental abatement amounts.

Total rent expense was \$73,951 and \$45,185 for the three months ended March 31, 2015 and 2014, respectively.

Future minimum lease payments are as follows:

	Twelve Months Ended March 31,	Annual Obligation
2016		\$ 216,120
2017		224,865
2018		233,604
2019		242,340
2020		63,933
Total Estimated Lease Obligations		<u>\$ 980,862</u>

Legal proceedings. In the ordinary course of conducting our business, we are, from time to time, involved in various legal proceedings, administrative proceedings, regulatory government investigations and other matters, including those in which we are a plaintiff, that are complex in nature and have outcomes that are difficult to predict. In accordance with topic ASC Topic 450, we record accruals for such contingencies to the extent that we conclude that it is probable that a liability will be incurred and the amount of the related loss can be reasonably estimated. Our assessment of each matter may change based on future unexpected events. An unexpected adverse judgment in any pending litigation could cause a material impact on our business operations, intellectual property, results of operations or financial position. Unless otherwise expressly stated, we believe costs associated with litigation will not have a material impact on our financial position or liquidity, but may be material to the results of operations in any given period. We assume no obligation to update the status of pending litigation, except as may be required by applicable law, statute or regulation. For a complete description of the facts and circumstances surrounding material litigation to which we are a party, see Note 11 in Item 8. “Financial Statements and Supplementary Data” included in our annual report on Form 10-K for the year ended December 31, 2014. There are no material updates to matters previously reported on Form 10-K for the year ended December 31, 2014, except:

In-Bet litigation. In November 2014, we filed a complaint for patent infringement against In Bet Gaming, Inc. and In Bet, LLC, alleging that their “In-Between” side bet game infringes on one or more of our patents. The litigation is currently in the pre-discovery stage.

Red Card Gaming & AGS litigation. In September 2012, we executed an asset purchase agreement (“APA”) with Red Card Gaming, Inc. (“RCG”), for the purchase of all the rights, title and interest in and for the game known as *High Card Flush* and all associated intellectual property. The APA included customary non-compete, non-disparagement and right of first refusal provisions. In 2014, AGS, LLC (“AGS”) purchased RCG’s rights in the APA and became the assignee of the APA. In September 2014 we notified RCG of their material breach of the APA and discontinued contingent consideration payments. In November 2014, RCG and AGS attempted to terminate the APA and in December 2014, filed a complaint against us alleging trademark infringement. We filed a cross-complaint against RCG and AGS alleging conspiracy to breach the APA, misappropriation of our trade secrets, infringement of our trademark and copy rights and interference with customer relationships. As of the date of this Report, there were pending cross motions for preliminary injunctions in which the parties seek to enjoin each other from selling the *High Card Flush* game. The parties have agreed the substance of the dispute is to be heard in arbitration, which is scheduled for November 2015.

NOTE 13. STOCKHOLDERS’ EQUITY

We had 65,000,000 shares of \$.001 par value common stock and 10,000,000 shares of \$.001 par value preferred stock authorized as of March 31, 2015.

In February 2014, an independent contractor (the “Contractor”) was granted 150,000 shares of our restricted common stock. Of this amount, 75,000 vested and transferred immediately, and the remaining 75,000 vested in equal installments through (and transferred on) January 1, 2015.

In March 2014, Norm DesRosiers, one of our Directors, was granted 100,000 shares of our restricted common stock as condition of his Board of Directors Director Service Agreement. The fair market value of the grant was \$28,000 which was determined using our closing stock price at March 1, 2014. The restricted stock grant vested immediately.

In May 2014, William A. Zender, one of our Directors, was granted 75,000 shares of our restricted common stock as a condition of his Board of Directors Director Service Agreement. The fair market value of the grant was \$35,250 which was determined using our closing stock price at May 1, 2014, the date of the grant. The restricted stock grant vested immediately.

In December 2014, the Board of Directors approved a stock grant for a small group of employees that granted 255,000 shares of restricted common stock. The fair market value of the grant was \$102,000 which was determined using our closing stock price at December 29, 2014, the date of the grant. The restricted stock grant vested immediately.

In December 2014, the Compensation Committee of the Board of Directors approved a bonus in the form of stock compensation to our Chief Financial Officer Gary A. Vecchiarelli, based on Mr. Vecchiarelli’s individual performance. The stock grant was for 100,000 restricted shares of our common stock with a fair market value of \$40,000. The value of the bonus was determined using our closing stock price at December 29, 2014, the date of the grant.

There were 38,990,591 common shares and no preferred shares issued and outstanding at March 31, 2015.

NOTE 14. RELATED PARTY TRANSACTIONS

Through April 2014, we leased our prior offices located on O’Bannon Drive in Las Vegas from the Saucier Business Trust, an entity that is related to our CEO. The lease was entered into effective September 1, 2010 for a period of two years requiring a monthly rental payment of \$10,360. Our lease expired at the end of August 2012 and then converted to a term of month-to-month. Total payments made were \$0- and \$31,080 for the three month periods ended March 31, 2015 and 2014, respectively.

We have a note receivable from Abyss Group, LLC (“Abyss”), an entity that was formerly related to the wife of our CEO. Subsequently, Abyss assigned the note to Carpathia Associates, LLC (“Carpathia”), an entity controlled by our CEO. This note receivable was acquired as part of the 2007 asset purchase agreement with GGLLC. The note receivable is a ten-year unsecured note with a 6% fixed interest rate, monthly principal and interest payments of \$6,598 with the unpaid principal and interest due in February 2017. The terms of the note were amended whereby the monthly principal and interest payment was reduced to \$3,332 and the unpaid principal and interest is due August 2015. The balance as of March 31, 2015 and December 31, 2014 was \$383,298 and \$383,298, respectively. Interest income associated with this note receivable was \$5,761 and \$5,545 for the three month periods ended March 31, 2015 and 2014, respectively.

We have a note payable to a related party, GGLLC, an entity formerly controlled by our CEO. Subsequently, GGLLC assigned the note to Carpathia. The note payable requires monthly principal and interest payments of \$9,159, at a fixed interest rate of 7.3% through February 2017, at which time there is a balloon payment due of \$1,003,000. The balance as of March 31, 2015 and December 31, 2014 was \$1,057,245 and \$1,065,324, respectively. This note payable is a result of the asset purchase agreement with GGLLC.

NOTE 15. INCOME TAXES

Our forecasted effective tax rate at March 31, 2015 is 43.6%, a 5.4% increase from the 38.2% effective tax rate recorded at March 31, 2014. No discrete items were recorded for the three months ending March 31, 2015.

NOTE 16. STOCK WARRANTS, OPTIONS AND GRANTS

Warrant activity. We have accounted for warrants as equity instruments in accordance with *EITF 00-19 (ASC 815-40) Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock*, and as such, will be classified in stockholders’ equity as they meet the definition of “...indexed to the issuer’s stock” in *EITF 01-06 (ASC 815-40) The Meaning of Indexed to a Company’s Own Stock*. In prior years, we estimated the fair value of the warrants using the Black-Scholes option pricing model based on assumptions at the time of issuance.

A summary of current warrant activity is as follows:

	Common Stock Warrants	Weighted Average Exercise Price
Outstanding – January 1, 2014	616,667	\$ 0.56
Issued	—	—
Exercised	—	—
Expired	(616,667)	0.56
Outstanding – December 31, 2014	—	—
Issued	—	—
Exercised	—	—
Expired	—	—
Outstanding – March 31, 2015	—	\$ —
Exercisable – March 31, 2015	—	\$ —

Stock options. For the three months ended March 31, 2015 and 2014, we issued 187,500 and 281,250 stock options, respectively. Stock options issued to members of our Board of Directors were 50,000 and 8,333 for the three months ended March 31, 2015 and 2014, respectively. Stock options issued to independent contractors were 37,750 and 18,750 for the three months ended March 31, 2015 and 2014, respectively.

During the three months ended March 31, 2015, we issued 100,000 stock options to an employee, which vest over a period of three years. The strike price was equal to the stock price at the date of the grant.

The stock options granted for the three months ended March 31, 2015 and 2014 were calculated to have a fair value of \$17,418, using the Black-Scholes option pricing model with the following assumptions:

	Options Issued Three Months Ended March 31, 2015
Dividend yield	0 %
Expected volatility	84 %
Risk free interest rate	1.41 %
Expected life (years)	5.00

A summary of stock option activity is as follows:

	Common Stock Options	Weighted Average Exercise Price
Outstanding – January 1, 2014	100,000	\$ 0.25
Issued	281,250	0.41
Exercised	—	—
Expired	—	—
Outstanding – December 31, 2014	381,250	\$ 0.41
Issued	187,500	0.32
Exercised	—	—
Expired	—	—
Outstanding – March 31, 2015	568,750	\$ 0.35
Exercisable – March 31, 2015	460,416	\$ 0.35

Share based compensation. The cost of all stock options and stock grants issued have been classified as share based compensation for the three months ended March 31, 2015 and 2014, respectively. Total share based compensation was \$18,870 and \$53,688 for the three months ended March 31, 2015 and 2014, respectively.

NOTE 17. ASSET ACQUISITIONS AND SIGNIFICANT TRANSACTIONS

Acquisition of Prime Table Games' assets. In October 2011, we executed an asset purchase agreement (the "PTG Agreement") with Prime Table Games, LLC and Prime Table Games UK (collectively "Prime Table Games"). Under the terms of the PTG Agreement we acquired over 20 different table games, including *21+3*, *Two-way Hold'em* and *Three Card Poker*, which are currently played in

over 250 casinos worldwide (Three Card Poker rights are limited to the British Isles). The intellectual property portfolio included 36 patents, 11 patents pending, 96 worldwide trademark and design registrations and 47 domain name registrations. The two principals of Prime Table Games also executed a non-compete agreement with us.

We accounted for the asset purchase as a business combination using the acquisition method of accounting which requires, among other things, that assets acquired and liabilities assumed be recognized at their fair values as of the purchase date and be recorded on the balance sheet regardless of the likelihood of success of the related product or technology. The process for estimating the fair values of identifiable intangible assets involves the use of significant estimates and assumptions, including estimating future cash flows and developing appropriate discount rates. Transaction costs are not included as a component of consideration transferred and were expensed as incurred.

Consideration transferred. The acquisition-date fair value of the consideration transferred consisted of the following items:

Common stock – 2,000,000 shares	\$ 480,000
Note payable – Prime Table Games LLC	12,200,000
Note payable – Prime Table Games UK	<u>10,000,000</u>
Total	<u>\$ 22,680,000</u>

See Note 11 for details regarding the notes payable.

Fair value estimate of assets acquired and liabilities assumed. The total purchase consideration is allocated to Prime Table Games intangible assets based on their estimated fair values as of the closing date. The allocation of the total purchase price to the net assets acquired is as follows:

Patents	\$ 13,259,000
Customer relationships	3,400,000
Trademarks	2,740,000
Debt discount	1,530,000
Goodwill	1,091,000
Non-compete agreement	<u>660,000</u>
Total purchase price allocation	<u>\$ 22,680,000</u>

As of December 31, 2014, we determined several patents purchased as part of this transaction to be impaired and reduced the carrying value of the intangible asset to zero during 2014. The total impairment charge recognized for these patents as of December 31, 2014, was \$528,233.

TableMAX agreement. In February 2011, we entered into a definitive agreement (“TMAX Agreement”) with TableMAX Corporation (“TMAX”) a provider of electronic table games and platforms headquartered in Las Vegas, Nevada and a principal investor in TMAX. Under the terms of the TMAX Agreement, we have exclusive worldwide rights (excluding one international territory and two U.S. states) to the TMAX electronic gaming platform and certain game titles. We created an operating division (the “TableMAX Division”) which conducts sales, distribution, marketing, engineering, sub-licensing and manufacturing related to the TMAX products and related intellectual property. The TableMAX Division is wholly-owned by us and is not considered owned by, related to, a joint venture partner of or an agent of TMAX in any manner. The term of the TMAX Agreement is five years. At any time during the term of the TMAX Agreement, either TMAX or we may make a written offer to purchase the sole ownership of the TableMAX Division. Such offer shall be subject to the parties’ mutual agreement and neither party shall be under any obligation to accept such an offer. If such an agreement has not been consummated within six months of the expiration of the TMAX Agreement, then each party must indicate to the other party no later than six months from the scheduled expiration of the TMAX Agreement, their intent to renew the TMAX Agreement for a term of at least one year, or terminate.

TMAX agreed to assign, for the term of the TMAX Agreement, all of its existing gaming installations and usable inventory to the TableMAX Division. We agreed to furnish our intellectual property relating to our table game content for use by the TableMAX Division, royalty-free for the term of the TMAX Agreement. The TMAX Agreement specifies annual performance targets whereby we are required, on a cumulative basis, to have minimum table placements. If we fail to meet the performance criteria as defined in the TMAX Agreement, we will be required to pay TMAX the difference between TMAX’s share of the actual profit obtained by the TableMAX Division and the estimated profit that would have been obtained if the minimum performance criteria had been obtained.

We are responsible for the losses of the TableMAX Division. Net profits from the TableMAX Division will be split between TMAX and us on a sliding scale basis dependent upon the number of TableMAX Division table installations and profit results as defined in the TMAX Agreement. We have not experienced significant losses attributable to the TableMAX Division.

Included in accrued expenses at March 31, 2015 and December 31, 2014, is \$75,143 and \$72,636, respectively, which represent reimbursement due to TMAX.

NOTE 18. SUBSEQUENT EVENTS

Appointment of New Director. On March 30, 2015, the Board of Directors appointed Mr. Bryan W. Waters who agreed to serve as a member of our Board of Directors, effective April 1, 2015. In connection with his appointment, Mr. Waters was granted a restricted stock grant, covering 75,000 shares of our common stock on April 1, 2015. The restricted stock grant will vest immediately. We will also provide annual cash compensation of \$30,000 to be paid in quarterly installments on the last day of each quarter. Mr. Waters will receive options to purchase 25,000 shares of common stock, granted quarterly and vesting immediately, with a strike price equal to the closing price on the last day of the previous quarter. Exercise life of options shall be five years from the date of grant or ninety days from date of separation, whichever is less.

In accordance with ASC 855-10, we have analyzed our operations subsequent to March 31, 2015 to the date of these financial statements were issued, and have determined that we do not have any material subsequent events to disclose in these financial statements other than the events discussed above.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains statements that do not relate to historical or current facts, but are "forward looking" statements. These statements relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These statements may also relate to future events or trends, our future prospects and proposed new products, services, developments, or business strategies, among other things. These statements can generally (although not always) be identified by their use of terms and phrases such as anticipate, appear, believe, could, would, estimate, expect, indicate, intent, may, plan, predict, project, pursue, will, continue and other similar terms and phrases, as well as the use of the future tense.

Actual results could differ materially from those expressed or implied in our forward looking statements. Our future financial condition and results of operations, as well as any forward looking statements, are subject to change and to inherent known and unknown risks and uncertainties. You should not assume at any point in the future that the forward looking statements in this report are still valid. We do not intend, and undertake no obligation, to update our forward looking statements to reflect future events or circumstances.

OVERVIEW

We develop, acquire, manufacture and market technology and entertainment-based products for the gaming industry for placement on the casino floor. Our products primarily relate to licensed casino operators' table games activities and focus on either increasing their profitability, productivity and security or expanding their gaming entertainment offerings in the form of proprietary table games, electronically enhanced table game platforms or fully-automated electronic tables. Our products are offered in highly regulated markets throughout the world. Our products are manufactured at our headquarters and manufacturing facility in Las Vegas, Nevada, and are outsourced for certain sub-assemblies in the United States.

Additional information regarding our products and product categories may be found in Note 1 "Description of Business" in Item 1 "Financial Statements" included in this Form 10-Q and on our web site, www.galaxygaming.com. Information found on the web site should not be considered part of this report.

Strategy. Our long-term business strategy is designed to capitalize on the opportunities we perceive within the gaming industry. We are an experienced developer and provider of proprietary table games, advanced electronic table game platforms and e-Tables. Throughout our history, we have been focused on creating and expanding our base of recurring revenues that we earn on a monthly basis. Our plan is to continue to increase the recurring revenues we receive by employing the following strategies:

1. Expand our inventory of products and technologies to attain a fully comprehensive portfolio;
2. Increase our per unit price point by leveraging our Enhanced Table Systems; and
3. Grow our e-Table business.

Expand our inventory of products and technologies to attain a fully comprehensive portfolio. Historically, only one company in the table game industry, Scientific Games dba Bally Technologies dba Shuffle Master Gaming has had the ability to offer casinos nearly all of the table game products they require. Their unique ability to offer numerous products both in terms of game content and what they term as "utility" products (e.g. card shufflers, smart dealing shoes, baccarat displays, etc.), has stifled competition from other companies, including us, who are disadvantaged without a complete product line offering. Our strategy is to be an alternative for casino operators by offering a complete and comprehensive portfolio of games, products, systems, technologies and methodologies for casino table games. If we achieve this objective, we intend to offer complete turn-key systems rather than compete solely as a purveyor of individual products only. We intend to continuously develop and/or seek to acquire new proprietary table games to complement our existing offerings and to extend our penetration of proprietary table games on the casino floor. We expect to accomplish this strategic shift through internal development of products as well as continued acquisitions from others.

We anticipate the continued acquisition and/or development of additional new proprietary table games and associated intellectual property, which when combined with our existing portfolio, will give us the complete inventory of proprietary games to offer casinos a complete solution, thereby increasing our competitiveness in the marketplace.

Increase our per unit price point by leveraging our Enhanced Table Systems. Our Enhanced Table Systems permit us the opportunity to significantly increase the amount of recurring revenue we receive from each table game placement. Accordingly, our goal is to concentrate on installing new game placement using one or more of our Enhanced Table Systems and to convert our existing Proprietary Table Game placements that currently do not incorporate our Enhanced Table Systems. We have modified most of our

Premium Table Games and many of our Side Bets to benefit from the economics this new system affords us. In the future, we intend to be able to offer this platform for all games.

Grow our e-Table business. Our TMAX e-Tables are developed for us by TableMAX Corporation. Having installed the majority of TMAX e-Tables we received in prior years, we are now offering the latest version of the TMAX e-Table, referred to as the “Model E.” Currently, there are several Model E’s in the field generating revenue. We expect to expand placements of the TMAX product and increase our revenues in 2015.

Sources of revenue. We derive recurring revenues from the licensing of our products and intellectual property. Consistent with our strategy, these revenues are generated from negotiated recurring licensing fee agreements, which typically, are month-to-month in nature. We also receive revenues in the form of a one-time sale of certain products and/or reimbursement of our manufactured equipment.

Financing. Additional funding may be necessary to facilitate our current aggressive growth plans and acquisition strategy, as well as the investments in our infrastructure. If we determine that additional funding is required and we are unsuccessful in raising capital, we will still pursue acquisitions and growth; however, our acquisition opportunities could be limited and our growth strategy could be negatively impacted.

Expected changes in number of employees, plant and equipment. As we continue to grow, we anticipate the purchasing of inventory and equipment and possibly the leasing of additional space to accommodate research, development, manufacturing and assembly operations. We will also evaluate the necessary increases to our employee base over the course of the year.

Results of operations for the three months ended March 31, 2015. For the three months ended March 31 2015, our continuing operations generated gross revenues of \$2,584,093 compared to gross revenues of \$2,264,811 for the previous year’s comparable quarter, representing an increase of \$319,282 or 14.1%. This increase was primarily attributable to our continued focus on premium games, which command a higher price point than side bets. Additionally, increased utilization of products in the United Kingdom contributed to the increase in gross revenues. Selling, general and administrative expenses for the quarter ended March 31, 2015, were \$1,579,073 compared to \$1,152,657 for the previous year’s first quarter, representing an increase of \$426,416, or 37.0%. The significant year-over-year changes in selling, general and administrative was comprised of the following categories:

	Three months ended March 31,	
	2015	2014
Compensation and related	\$ 758,432	\$ 683,700
Professional & compliance expenses	398,928	159,218
Office related expenses	148,515	87,436

The increase in compensation and related expenses was due to salaries, wages and payroll taxes related to expanded staff. Professional and compliance expenses increased significantly due to ongoing litigation with competitors. Office related expenses increased due to the moving of our corporate headquarters in April 2014, which is four times larger than our previous location.

Liquidity and capital resources. As of March 31, 2015 we had total current assets of \$2,648,322 and total assets of \$18,685,526. This compares to \$2,947,642 and \$19,492,083, respectively as of December 31, 2014. The decrease in current assets as of March 31, 2015 was primarily impacted by a decrease in cash and cash equivalents. This decrease in cash and equivalents is due to increased expenses in the first quarter, primarily attributable to legal and professional fees. Our total current liabilities as of March 31, 2015 were \$5,488,412 versus \$5,366,588 as of December 31, 2014. This slight increase was due to increases in income taxes payable and our current portion of notes payable, due to our scheduled monthly debt payment increase to Prime Table Games in January 2016.

We have undertaken certain growth initiatives to expand our recurring revenue base. As such we have made investments in personnel, inventory and research related to the development of our enhanced table systems. Additionally, we have increased our sales and marketing budget and spent monies on regulatory efforts for the purpose of expanding our distribution network. We are also subject to several regulatory investigations and proceedings which may result in significant future legal and regulatory expenses. A significant increase in such expenses may require us to postpone growth initiatives or investments in personnel, inventory and research and development of our products. It is our intention to continue such initiatives and investments. However, to the extent we are not able to achieve our growth objectives or raise additional capital, we will need to evaluate the reduction of operating expenses.

At March 31, 2015, other than the commitment from the major shareholder of TMAX to provide a line of credit specific to acquiring inventory for the TMAX system, we do not have any available third-party lines or letters of credit. Furthermore, we do not have any written or oral commitments from officers or shareholders to provide us with loans or advances to support our operations or fund potential acquisitions.

The primary components of our operating cash flow for the three months ended March 31, 2015, were non-cash items of \$543,989, net income of \$62,859, increases in restricted cash of \$7,839, other current assets of \$6,155 and jackpot liabilities of \$14,988, offset by decreases in accounts receivable of \$13,125 and accrued expenses of \$56,799, and deferred revenue of \$3,279 and a decrease in jackpot liabilities of \$14,988 for a total operating activities impact of an additional \$575,012 of cash.

Cash flows used in investing activities for the three months ended March 31, 2015 were \$7,895, due to the acquisition of property and equipment. Cash used in financing activities during the three months ended March 31, 2015 was \$857,288, which was completely comprised of principal payments towards long-term debt and capital leases.

We incur unrealized gains and losses related to foreign currency translation adjustments, which is recorded as other comprehensive income or loss. For the three months ended March 31, 2015 we incurred other comprehensive income of \$180,749, net of tax. This amount is primarily due to the unrealized translation adjustment on the note payable due Prime Table Games – UK, which is due in British Sterling currency. The remaining translation adjustments relate to insignificant amounts in accounts receivable, accounts payable and accrued expenses recorded in foreign currencies. So as long as we have balance sheet items recorded in foreign currencies, such as the note payable, we will be subject to fluctuations against the U.S. Dollar. Additionally, as transactions are settled, the foreign currency translations are realized and recorded as selling, general & administrative expenses on the statement of operations. Such realized translation adjustments are de minimus for the three months ended March 31, 2015.

We intend to fund our continuing operations through increased sales. Additionally the issuance of debt or equity financing arrangements may be required to fund expenditures or other cash requirements. Despite this funding, there is no assurance that we will be successful in raising additional funding, if necessary. If we are not able to secure additional funding, the implementation of our business plan could be impaired. There can be no assurance that such additional financing will be available to us on acceptable terms or at all. In addition, we may incur higher capital expenditures in the future to expand our operations. We may from time to time acquire products and businesses complementary to our business. We may also incur significant expenses when applying for new licenses or in complying with current jurisdictional requirements. As a public entity, we may issue shares of our common stock and preferred stock in private or public offerings to obtain financing, capital or to acquire other businesses that can improve our performance and growth. To the extent that we seek to acquire other businesses in exchange for our common stock, fluctuations in our stock price could have a material adverse effect on our ability to complete acquisitions.

Critical accounting policies. In December 2001, the SEC requested that all registrants list their most “critical accounting policies” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Currently, we do not believe that we have any accounting policies that fit this definition.

Recently issued accounting pronouncements. We do not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4T. CONTROLS AND PROCEDURES

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2014. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2015 our disclosure controls and procedures were effective.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the effectiveness of internal controls. Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief

Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

(See Note 12 of Item 1 Financial Statements regarding current litigation.)

ITEM 1A. RISK FACTORS

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

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
101	Financials in XBRL format

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.

Galaxy Gaming, Inc.

Date: May 15, 2015

By: /s/ ROBERT B. SAUCIER

Robert B. Saucier

Chief Executive Officer

Galaxy Gaming, Inc.

Date: May 15, 2015

By: /s/ GARY A. VECCHIARELLI

Gary A. Vecchiarelli

Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature Title Date

/s/ ROBERT B. SAUCIER Chief Executive Officer (Principal Executive Officer) May 15, 2015

Robert B. Saucier

/s/ GARY A. VECCHIARELLI Chief Financial Officer (Principal Financial and Accounting Officer) May 15, 2015

Gary A. Vecchiarelli

CERTIFICATIONS

I, Robert Saucier, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2015 of Galaxy Gaming, Inc. (the “registrant”);
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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 control 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 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; and
 - 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 (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our 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 functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 15, 2015

/s/ Robert Saucier

By: Robert Saucier

Title: Chief Executive Officer

CERTIFICATIONS

I, Gary A. Vecchiarelli, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2015 of Galaxy Gaming, Inc. (the “registrant”);
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 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 control 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 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; and
 - 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 (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our 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 functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: May 15, 2015

/s/ Gary A. Vecchiarelli

By: Gary A. Vecchiarelli

Title: Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly Report of Galaxy Gaming, Inc. (the "Company") on Form 10-Q for the quarter ended March 31, 2015 filed with the Securities and Exchange Commission (the "Report"), I, Robert Saucier, Chief Executive Officer of the Company, and I, Gary A. Vecchiarelli, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/ Robert Saucier
Name: Robert Saucier
Title: Principal Executive Officer, Principal
Financial Officer and Director
Date: May 15, 2015

By: /s/ Gary A. Vecchiarelli
Name: Gary A. Vecchiarelli
Title: Principal Financial Officer and Director
Date: May 15, 2015

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.