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

FORM 10-Q

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

For the quarterly period ended September 30, 2019

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______ to _______

Commission file number 000-27507

CYNERGISTEK, INC.
(Exact name of registrant as specified in its charter)

Delaware	**37-1867101**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

11940 Jollyville Road, Suite 300-N
Austin, Texas 78759
(Address of principal executive offices, zip code)

(512) 402-8550
(Issuer's telephone number)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Shares, $.001 par value	CTEK	NYSE American

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐.

Indicated by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Date 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☑ Smaller reporting company ☑

Emerging growth company ☐

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standard provided pursuant to Section 13(a) of the Exchange Act.

The number of shares of the issuer’s common stock, $0.001 par value, outstanding as of November 10, 2019, was 10,337,711.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

CYNERGISTEK, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2019 (unaudited)	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	$ 10,183,214	$ 6,571,381
Accounts receivable, net	3,485,943	5,572,467
Prepaid and other current assets	4,058,218	1,425,858
Refundable income taxes	-	472,059
Current assets held for sale	201,965	8,427,408
Total current assets	17,929,340	22,469,173
Property and equipment, net	757,066	887,874
Deposits	79,710	87,778
Deferred income taxes	1,615,173	2,146,020
Intangible assets, net	7,731,787	9,089,989
Goodwill	17,008,189	17,008,189
Noncurrent assets held for sale	-	1,844,349
Total assets	$ 45,121,265	$ 53,533,372
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 215,631	$ 1,370,336
Accrued compensation and benefits	920,014	1,592,765
Deferred revenue	1,468,472	918,165
Income taxes payable	4,016,534	-
Note payable	-	343,750
Current portion of long-term liabilities	866,594	3,271,052
Current liabilities held for sale	-	7,299,561
Total current liabilities	7,487,245	14,795,629
Long-term liabilities:		
Term loan, less current portion	-	12,851,617
Promissory notes to related parties, less current portion	843,750	5,015,625
Capital lease obligations, less current portion	-	1,570
Operating lease liability, less current portion	199,349	436,805
Noncurrent liabilities held for sale	-	58,967
Total long-term liabilities	1,043,099	18,364,584
Commitments and contingencies		
Stockholders' equity:		
Common stock, par value at $0.001, 33,333,333 shares authorized, 9,795,147 shares issued and outstanding at September 30, 2019, and 9,630,050 shares issued and outstanding at December 31, 2018	9,795	9,630
Additional paid-in capital	32,935,601	31,910,831
Accumulated earnings (deficit)	3,645,525	(11,547,302)
Total stockholders' equity	36,590,921	20,373,159
Total liabilities and stockholders' equity	$ 45,121,265	$ 53,533,372

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

CYNERGISTEK, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Net revenues	$ 4,766,000	$ 5,655,738	$ 15,597,117	$ 14,338,322
Cost of revenues	3,165,502	2,898,273	9,613,777	7,783,317
Gross profit	1,600,498	2,757,465	5,983,340	6,555,005
Operating expenses:				
Sales and marketing	1,090,733	1,193,878	3,907,847	3,885,948
General and administrative	1,689,012	1,350,855	4,807,789	4,888,377
Change in valuation of contingent earn-out	(178,269)	-	(178,269)	-
Depreciation	47,775	36,853	135,875	107,833
Amortization of acquisition-related intangibles	452,734	452,734	1,358,202	1,358,202
Total operating expenses	3,101,985	3,034,320	10,031,444	10,240,360
Loss from operations	(1,501,487)	(276,855)	(4,048,104)	(3,685,355)
Other income (expense):				
Other income	-	18	26	47
Interest income	41,438	-	58,076	-
Interest expense	(30,459)	(352,754)	(439,909)	(1,094,066)
Loss on disposition of fixed assets	(2,188)	-	(2,188)	-
Total other income (expense)	8,791	(352,736)	(383,995)	(1,094,019)
Loss before benefit for income taxes	(1,492,696)	(629,591)	(4,432,099)	(4,779,374)
Income tax benefit	236,040	225,426	746,778	844,430
Net loss from continuing operations	(1,256,656)	(404,165)	(3,685,321)	(3,934,944)
Income (loss) from discontinued operations, including gain on sale, net of tax	(6,500)	1,558,291	18,878,149	4,502,860
Net income (loss)	$ (1,263,156)	$ 1,154,126	$ 15,192,828	$ 567,916
Net income (loss) per share:				
From continuing operations:				
Basic	$ (0.13)	$ (0.04)	$ (0.38)	$ (0.41)
Diluted	$ (0.13)	$ (0.04)	$ (0.38)	$ (0.41)
From discontinued operations:				
Basic	$ (0.00)	$ 0.16	$ 1.94	$ 0.47
Diluted	$ (0.00)	$ 0.16	$ 1.90	$ 0.46
Net income (loss):				
Basic	$ (0.13)	$ 0.12	$ 1.56	$ 0.06
Diluted	$ (0.13)	$ 0.12	$ 1.53	$ 0.06
Number of weighted average shares outstanding:				
Basic	9,795,147	9,616,133	9,754,014	9,605,536
Diluted	9,795,147	9,762,370	9,910,107	9,813,098

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

CYNERGISTEK, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2019
(UNAUDITED)

	Common Stock		Additional Paid-in	Accumulated (Deficit)	Total Stockholders'
	Shares	**Amount**	**Capital**	**Earnings**	**Equity**
Balance at December 31, 2018	9,630,050	$ 9,630	$ 31,910,831	$ (11,547,302)	$ 20,373,159
Stock compensation expense for options and warrants granted to employees and directors	-	-	11,286	-	11,286
Stock compensation expense for restricted stock units granted to employees	-	-	395,406	-	395,406
Restricted stock units exercised	70,000	70	(70)	-	-
Stock options exercised	23,015	23	2,505	-	2,528
Net income	-	-	-	17,547,431	17,547,431
Balance at March 31, 2019	9,723,065	$ 9,723	$ 32,319,958	$ 6,000,129	$ 38,329,810
Stock compensation expense for options and warrants granted to employees and directors	-	-	993	-	993
Stock compensation expense for restricted stock units granted to employees	-	-	280,169	-	280,169
Restricted stock units exercised	47,455	47	(47)	-	-
Stock options exercised	24,627	25	8,928	-	8,953
Net loss	-	-	-	(1,091,448)	(1,091,448)
Balance at June 30, 2019	9,795,147	$ 9,795	$ 32,610,001	$ 4,908,681	$ 37,528,477
Stock compensation expense for options and warrants granted to employees and directors	-	-	59,110	-	59,110
Stock compensation expense for restricted stock units granted to employees	-	-	266,490	-	266,490
Net loss	-	-	-	(1,263,156)	(1,263,156)
Balance at September 30, 2019	9,795,147	$ 9,795	$32,935,601	$ 3,645,525	$ 36,590,921

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

CYNERGISTEK, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018
(UNAUDITED)

	Common Stock		Additional Paid-in	Accumulated (Deficit)	Total Stockholders'
	Shares	Amount	Capital	Earnings	Equity
Balance at December 31, 2017	9,576,028	$ 9,576	$ 31,156,362	$ (14,320,560)	$ 16,845,378
Stock compensation expense for options and warrants granted to employees and directors	-	-	11,516	-	11,516
Stock compensation expense for restricted stock units granted to employees	-	-	176,746	-	176,746
Stock options exercised	16,519	17	(17)	-	-
Cumulative effect of adoption of revenue recognition standard ASC 606	-	-	-	879,666	879,666
Net loss	-	-	-	(707,343)	(707,343)
Balance at March 31, 2018	9,592,547	$ 9,593	$ 31,344,607	$ (14,148,237)	$ 17,205,963
Stock compensation expense for options and warrants granted to employees and directors	-	-	9,188	-	9,188
Stock compensation expense for restricted stock units granted to employees	-	-	104,684	-	104,684
Stock options exercised	23,586	23	(23)	-	-
Net income	-	-	-	121,133	121,133
Balance at June 30, 2018	9,616,133	$ 9,616	$ 31,458,456	$ (14,027,104)	$ 17,440,968
Stock compensation expense for options and warrants granted to employees and directors	-	-	8,292	-	8,292
Stock compensation expense for restricted stock units granted to employees	-	-	152,972	-	152,972
Stock options exercised	-	-	-	-	-
Net income	-	-	-	1,154,126	1,154,126
Balance at September 30, 2018	9,616,133	$ 9,616	$ 31,619,720	$ (12,872,978)	$ 18,756,358

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

CYNERGISTEK, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30,	
	2019	**2018**
Cash flows from operating activities:		
Net income	$ 15,192,828	$ 567,916
Adjustments to reconcile net income to net cash (used for) provided by operating activities:		
Depreciation	172,510	265,424
Amortization of intangible assets	1,358,202	1,358,201
Deferred income taxes	530,847	190,259
Bad debts	-	109,673
Stock compensation expense for warrants and options granted to employees and directors	71,389	28,996
Stock compensation expense for restricted stock units granted to employees and directors	942,065	434,402
Change in valuation of contingent earn-out	178,269	-
Note payable issued in consideration for severance pay	-	343,750
Interest expense related to loan acquisition costs	85,883	17,450
Gain on sale of discontinued operations before income taxes	(23,689,269)	-
Changes in operating assets and liabilities:		
Accounts receivable	919,551	3,765,243
Supplies	50,632	112,042
Prepaid and other current assets	1,021,784	(146,370)
Deposits	8,068	(402)
Accounts payable and accrued expenses	(389,684)	(2,500,201)
Income taxes payable	4,488,594	258,204
Accrued compensation and benefits	(1,897,809)	80,965
Deferred revenue	608,047	(281,266)
Net cash (used for) provided by operating activities	(348,093)	4,604,286
Cash flows from investing activities:		
Proceeds from sale of net assets of discontinued operations	24,070,554	-
Purchases of property and equipment	(182,698)	(82,535)
Net cash provided by (used for) investing activities	23,887,856	(82,535)
Cash flows from financing activities:		
Proceeds from term loan	-	17,250,000
Loan acquisition fees paid	-	(111,250)
Payments on term loans	(15,401,786)	(12,434,404)
Payments on promissory notes to related parties	(4,515,625)	(7,031,250)
Payments on capital leases	(22,000)	(91,480)
Proceeds from issuance of common stock through stock options and warrants	11,481	-
Net cash used for financing activities	(19,927,930)	(2,418,384)
Net increase in cash and cash equivalents	3,611,833	2,103,367
Cash and cash equivalents, beginning of period	6,571,381	4,252,060
Cash and cash equivalents, end of period	$ 10,183,214	$ 6,355,427

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

CYNERGISTEK, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(UNAUDITED)

	Nine Months Ended September 30,	
	2019	**2018**
Supplemental disclosure of cash flow information:		
Interest paid	$ 619,780	$ 1,214,439
Income taxes paid	$ 124,861	$ 226,170
Non-cash investing and financing activities:		
Capitalized right-to-use asset resulting from the adoption of ASC 842	$ -	$ 683,797
Capitalized operating lease liability resulted from the adoption of ASC 842	$ -	$ 808,841

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of CynergisTek, Inc. and its subsidiaries (the "Company", "we", "us" or "CynergisTek") have been prepared in accordance with generally accepted accounting principles of the United States of America ("GAAP") for interim financial statements pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, these financial statements do not include all of the information and notes required by GAAP for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the Securities and Exchange Commission ("SEC") on March 27, 2019.

The unaudited condensed consolidated financial statements included herein reflect all adjustments (which include only normal, recurring adjustments) that are, in the opinion of management, necessary to state fairly our financial position and results of operations as of and for the periods presented. The results for such periods are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. As a result, actual results could differ from those estimates.

The accompanying unaudited condensed consolidated financial statements include the accounts of CynergisTek and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Based on our integration strategies, and an analysis of how our Chief Operating Decision Makers review, manage and are compensated, we have determined that the Company operates as one segment. As described in Note 17, we sold the assets used in our managed print services business division (the "MPS Business") on March 20, 2019. For the periods presented, all revenues were derived from domestic operations.

We have performed an evaluation of subsequent events through the date of filing these unaudited condensed consolidated financial statements with the SEC.

Certain balances have been reclassified to conform to current period presentation.

2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Recently Adopted Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued a new accounting standard on leasing. The new standard requires companies to record most leased assets and liabilities on the balance sheet, and also proposed a dual model for recognizing expense. The Company adopted the standard as of January 1, 2019, with retroactive reporting for prior periods (the comparative option). Adoption of the new standard resulted in the recording of operating lease right-of-use ("ROU") assets and operating lease liabilities of $683,797 and $,808,841 respectively, as of January 1, 2018, with the difference due to deferred rents that were reclassified to the ROU asset value. The standard did not affect our consolidated net income or cash flows. See Note 6 for further details.

In August 2016, the FASB issued a new accounting standard which is intended to reduce the existing diversity in practice in how certain cash receipts and cash payments are classified in the statement of cash flows. This guidance was effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years with early adoption permitted, provided that all of the amendments are adopted in the same period. Adoption of these accounting changes did not have a material impact on our consolidated financial statements.

In January 2017, the FASB issued a new accounting standard which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions or disposals of assets or businesses. This guidance was effective for the Company beginning in 2019. Adoption of these accounting changes did not have a material impact on our consolidated financial statements.

In January 2017, the FASB issued a new accounting standard simplifying the test for goodwill impairment. Currently, the fair value of the reporting unit is compared with the carrying value of the reporting unit (identified as "Step 1"). If the fair value of the reporting unit is lower than its carrying amount, then the implied fair value of goodwill is calculated. If the implied fair value of goodwill is lower than the carrying value of goodwill an impairment is recognized (identified as "Step 2"). The new standard eliminates Step 2 from the impairment test; therefore, a goodwill impairment will be recognized as the difference of the fair value and the carrying value. The new standard becomes effective on January 1, 2020, with early adoption permitted. We adopted this standard on January 1, 2019. This new standard had no impact on our consolidated financial position, results of operations and cash flows.

In May 2017, the FASB issued a new accounting standard which provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in ASC Topic 718. Under the new guidance, modification accounting is required only if the fair value, the vesting conditions, or the classification of the award (as equity or liability) changes as a result of the change in terms or conditions. This guidance is effective for the Company beginning in 2019. Adoption of these accounting changes did not have a material impact on our consolidated financial statements.

In June 2018, the FASB issued a new accounting standard which provides guidance that expands the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The new guidance is effective for the Company beginning in 2019, with early adoption permitted. Adoption of these accounting changes did not have a material impact on our consolidated financial statements.

Recently Issued Accounting Pronouncements Not Yet Adopted

In August 2018, the FASB issued a new accounting standard which modifies the disclosure requirements on fair value measurements. This guidance will be effective for fiscal years beginning after December 15, 2019. The amendments related to the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively. All other amendments should be applied retrospectively. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this guidance and delay adoption of the additional disclosures until their effective date. We do not anticipate adoption to have a material impact on our consolidated financial statements.

3. ACCOUNTS RECEIVABLE

A summary of accounts receivable is as follows:

	September 30, 2019	December 31, 2018
Trade receivables	$ 3,485,943	$ 5,572,467
Allowance for doubtful accounts	-	-
Total accounts receivable, net	$ 3,485,943	$ 5,572,467

4. DEFERRED COMMISSIONS

Our incremental costs of obtaining a contract, which consist of sales commissions, are deferred and amortized over the period of contract performance. Effective January 1, 2018, we adopted the modified retrospective method of the new revenue recognition pronouncement. Deferred commissions are included in prepaid and other current assets in our consolidated balance sheets. We had $870,911 and $991,175 of unamortized deferred commissions as of September 30, 2019 and December 31, 2018, respectively. We had $206,730 and $669,450 of commissions expense for the three and nine months ended September 30, 2019, respectively. Commissions expense for the three and nine months ended September 30, 2018 were $205,515 and $616,262, respectively.

5. PROPERTY AND EQUIPMENT

A summary of property and equipment follows:

	September 30, 2019	December 31, 2018
Furniture and fixtures	$ 195,586	$ 195,586
Computers and office equipment	719,594	563,856
Right of use assets	683,797	683,797
Property and equipment at cost	1,598,977	1,443,239
Less accumulated depreciation and amortization	(841,911)	(555,365)
	$ 757,066	$ 887,874

6. LEASES

We lease approximately 17,000 square feet of office space at 27271 Las Ramblas, Suite 200, Mission Viejo, California. This lease terminates in April 2021. During the first quarter of 2019, we subleased this space to two subtenants. The terms of these subleases end concurrently with the end of our lease obligation in April 2021.We also lease approximately 3,600 square feet of office space at 11410 Jollyville Road, Suite 2201, Austin, Texas. This lease terminated in September 2019. During the first quarter of 2018, we subleased this space to a subtenant. The terms of this sublease ended concurrently with the end of our lease obligation in September 2019. We also lease approximately 9,600 square feet of office space at 11940 Jollyville Road, Austin, Texas. This lease terminates in May 2020.

We used a discount rate of 5.5% as of January 1, 2018 in determining our operating lease liability. This rate represented our incremental borrowing rate at that time. Short-term leases with initial terms of twelve months or less are not capitalized.

We determine if a contract is or contains a lease at inception or modification of a contract. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. Control over the use of the identified asset means the lessee has both (a) the right to obtain substantially all of the economic benefits from the use of the asset and (b) the right to direct the use of the asset.

Right-of-use assets and liabilities are recognized based on the present value of future minimum lease payments over the expected lease term at commencement date. Certain of the leases contain extension options; however, we have not included such options as part of right-of-use assets and lease liabilities because we do not expect to extend the leases. We measure and record a right-of-use asset and lease liability based on the discount rate implicit in the lease, if known. In cases where the discount rate implicit in the lease is not known, we measure the right-of-use assets and lease liabilities using a discount rate equal to our estimated incremental borrowing rate for loans with similar collateral and duration.

We elected to not apply the recognition requirements of Topic 842 to leases of all classes of underlying assets that, at the commencement date, have a lease term of 12 months or less and do not include an option to purchase the underlying asset that the lessee is reasonably certain to exercise. Instead, lease payments for such short-term leases are recognized in profit or loss on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred.

We also lease certain office equipment under a finance lease arrangement.

Operating lease expense is comprised of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Operating lease cost	$ 78,008	$ 80,078	$ 253,857	$ 278,829
Sublet income	(13,877)	(30,416)	(62,868)	(77,298)
Net operating lease cost	$ 64,131	$ 49,662	$ 190,989	$ 201,531

Maturities of lease liabilities are as follows:

	Operating Leases	Finance Leases
2019	$ 147,009	$ 4
2020	512,632	-
2021	132,926	-
Total lease payments	792,567	4
Less imputed interest	(289,118)	-
Total lease liabilities	503,449	4
Less current portion of lease liabilities	(305,315)	(4)
Long-term lease liabilities	$ 198,134	$ -

7. INTANGIBLE ASSETS

Intangible assets are amortized over expected useful lives ranging from 1.5 to 10 years and consist of the following:

	September 30, 2019			December 31, 2018		
	Carrying Amount	Accumulated Amortization	Net Book Value	Carrying Amount	Accumulated Amortization	Net Book Value
Acquired technology	$ 9,220,608	$ (2,874,870)	$ 6,345,738	$ 9,220,608	$ (2,202,291)	$ 7,018,317
Customer relationships	2,933,257	(2,261,382)	671,875	2,933,257	(1,858,257)	1,075,000
Trademarks	1,693,978	(996,478)	697,500	1,693,978	(763,978)	930,000
Non-compete agreements	264,243	(247,569)	16,674	264,243	(197,571)	66,672
Total	$ 14,112,086	$ (6,380,299)	$ 7,731,787	$ 14,112,086	$ (5,022,097)	$ 9,089,989

8. DEFERRED REVENUE

We record deferred revenues when amounts are billed to customers in advance of our performance. $783,807 and $578,725 of managed services revenues were recognized during the nine months ended September 30, 2019 and 2018, respectively, that was included in deferred revenue at the beginning of the respective periods. $67,507 and $523,505 of consulting and professional services revenues were recognized during the nine months ended September 30, 2019 and 2018, respectively, that was included in deferred revenue at the beginning of the respective periods.

9. LINE OF CREDIT AND TERM LOAN

On January 13, 2017, as part of the acquisition of CTEK Security, Inc. (formerly CynergisTek, Inc.), we entered into an Amended and Restated Credit Agreement (the "A&R Credit Agreement"). The A&R Credit Agreement amended a loan and security agreement originally entered into on May 4, 2012, as amended by several amendments. Under the A&R Credit Agreement, the term of the revolving line-of-credit was available through January 13, 2019, at an interest rate of prime plus 1.0% per annum. The amount available to us at any given time was the lesser of (a)

$5.0 million, or (b) the amount available under our borrowing base (80% of our eligible accounts receivable, minus (1) accrued client lease payables, and minus (2) accrued equipment pool liability). The A&R Credit Agreement provided a term loan facility for $14,000,000.

There were no borrowings on the line of credit in 2018.

Interest charges associated with this term loan totaled $133,914 for the nine months ended September 30, 2018.

Debt Restructuring

On March 12, 2018, we entered into a Credit Agreement (together with the other related documents defined therein, the "Credit Agreement") with BMO Harris Bank N.A., a national banking association ("Bank"), as lender (the "BMO Loan").

The purposes of the BMO Loan were (1) to refinance and replace the facilities under the A&R Credit Agreement, thus terminating that agreement as of March 12, 2018, (2) to refinance $2,250,000 of a promissory note held by Michael McMillan (the "McMillan Seller Note"), (3) to finance payments to Michael Hernandez, including the full repayment of a promissory note held by Hernandez (the "Hernandez Seller Note") in the original principal amount of $4,500,000, issued as part of the acquisition of CTEK Security, Inc., (4) to finance working capital, (5) for general corporate purposes and (6) to fund certain fees and expenses associated with the closing of the BMO Loan.

Loan Facilities

Term Loan: Pursuant to the Credit Agreement, the Bank agreed to provide a term loan in the amount of $17,250,000 to the Company, which was paid in accordance with the purpose of the BMO Loan as described above. Pursuant to the Credit Agreement, the Company could elect that the term loan be outstanding as Base Rate Loans or Eurodollar Loans. The term loan was payable in principal payment installments on the last day of each fiscal quarter, commencing on June 30, 2018. All principal and interest not sooner paid on the term loan was due and payable on September 12, 2022, the final maturity thereof.

Revolving Line of Credit: Additionally, pursuant to the Credit Agreement, the Bank agreed to provide a revolving loan or loans to the Company in an aggregate amount of up to $5,000,000 with a $500,000 sublimit for the issuance of letters of credit. Pursuant to the Credit Agreement, the Company could elect that each borrowing of revolving loans be either Base Rate Loans or Eurodollar Loans. Each revolving loan, both for principal and interest then outstanding, matured and was due and payable on March 12, 2020, or such earlier date on which the Revolving Credit Commitment (as defined in the Credit Agreement) was terminated in whole pursuant to the Credit Agreement. There were no borrowings on the line of credit in 2019 or 2018.

Beginning June 30, 2018, we were required to maintain certain financial covenants in connection with this credit agreement, including a total leverage ratio, a senior leverage ratio, and a fixed charge coverage ratio. These covenants contain ratios which changed over relevant periods of the credit agreement and could be found in Section 7.13 of the Credit Agreement.

On March 12, 2018, we paid a $86,250 commitment fee associated with the term loan and a $25,000 revolving loan commitment fee associated with the line of credit.

On March 20, 2019, we used a portion of the proceeds from the sale of the assets of the MPS Business to fully repay the balance of the term loan in the amount of $15,401,786 plus interest of $52,760. At that time, the Revolving Line of Credit was terminated.

Interest charges associated with the BMO term loan totaled $0 and $207,903, respectively, for the three and nine months ended September 30, 2019, and $234,989 and $521,785, respectively, for the three and nine months ended September 30, 2018.

10. PROMISSORY NOTES

In connection with the acquisition of CTEK Security, Inc. (formerly CynergisTek, Inc.), we issued two promissory notes totaling $9,000,000 to Michael Hernandez and Michael McMillan (respectively, the "Hernandez Seller Note" and the "McMillan Seller Note"; and together the "Seller Notes"), with each of the Seller Notes having an initial principal amount of $4,500,000. These Seller Notes bear interest at 8% per annum, require quarterly interest-only payments during the first 12 months, quarterly payments of principal and interest during the last 24 months, using a 36-month amortization period commencing from that point, with a balloon payment due on the maturity date. The Company had the right to prepay all or any portion of the outstanding principal balance of the Seller Notes, provided that such prepayment is accompanied by accrued interest on the amount of principal prepaid, calculated to the date of such prepayment.

On March 12, 2018, the Company fully repaid the $4,500,000 plus accrued interest on the Hernandez Seller Note.

As part of the debt restructuring with BMO Harris Bank N.A., on March 12, 2018, the Company repaid $2,250,000 plus accrued interest on the McMillan Seller Note. The Company and Mr. McMillan agreed to amend and restate the McMillan Seller Note pursuant an amended and restated promissory note (the "A&R McMillan Seller Note"). The A&R McMillan Seller Note is in the principal amount of $2,250,000, bears interest at a rate of 8% per annum, provides for quarterly payments of principal and interest and matures on March 31, 2022. As of September 30, 2019 and December 31, 2018, the outstanding principal balance due under the A&R McMillan Seller Note was $1,406,250 and $1,828,125, respectively. Amounts due and owing under the A&R McMillan Seller Note were subordinate to the right of payment due under the BMO Loan pursuant to a Subordination Agreement among the Company, the Bank and Mr. McMillan.

Interest charges associated with the Seller Notes totaled $30,267 and $98,106, respectively for the three and nine months ended September 30, 2019, and $41,610 and $234,986, respectively for the three and nine months ended September 30, 2018.

Pursuant to a separation agreement among the Company, CTEK Security, Inc. and Michael Hernandez (the "Separation Agreement"), in lieu of any earn-out payments due pursuant to the purchase agreement related to the acquisition of CTEK Security, Inc. (the "Original SPA") that could be earned by Hernandez under the Original SPA, the Company agreed to pay Hernandez the amount of $3,750,000 in the form of a promissory note (the "Earn-out Note"). The Earn-out Note provided for (i) a maturity date of March 12, 2023, at which all principal and accrued and unpaid interest was due, (ii) a simple interest rate of 5% per annum commencing on January 1, 2018, and compounding annually, and (iii) the right of the Company to prepay all or any portion of the Earn-out Note without premium or penalty. On March 26, 2019, we used a portion of the proceeds from the sale of the assets of MPS Business to fully repay the Earn-out Note with interest of $234,293.

Interest charges associated with the Earn-out Note totaled $0 and $45,858, respectively, for the three and nine months ended September 30, 2019, and $47,195 and $140,721, respectively, for the three and nine months ended September 30, 2018.

Pursuant to the Separation Agreement, the Company also issued a Severance Payment Note to Hernandez in the original principal amount of $343,750 (the "Severance Payment Note"). The Severance Payment Note bears interest at a rate of 5% per annum, compounded annually, allowed for prepayment by the Company and matured on January 10, 2019, at which time all principal and accrued and unpaid interest was due. All principal and interest due under the Severance Payment Note was repaid on March 27, 2019.

Interest charges associated with the Severance Payment Note totaled $494 and $494, respectively, for the three and nine months ended September 30, 2019 and $4,332 and $12,808, respectively for the three and nine months ended September 30, 2018.

11. REVENUES

Below is a summary of our revenues disaggregated by revenue source:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Managed services	$ 3,045,868	$ 2,683,025	$ 8,673,336	$ 7,512,688
Consulting and professional services	1,662,751	2,911,982	6,807,170	6,708,121
Hardware and software resales	57,381	60,731	116,611	117,513
Net revenues	$ 4,766,000	$ 5,655,738	$ 15,597,117	$ 14,338,322

12. OPTIONS, WARRANTS AND RESTRICTED STOCK UNITS

Below is a summary of stock option, warrant and restricted stock unit activity during the nine-month period ended September 30, 2019:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Term in Years	Aggregate Intrinsic Value
Outstanding at December 31, 2018	539,593	$ 2.97		
Granted	500,000	4.86		
Exercised	(47,642)	3.19		
Cancelled	(136,795)	3.34		
Outstanding at September 30, 2019	855,156	$ 4.01	4.81	$ 122,387
Exercisable at September 30, 2019	354,599	$ 2.80	2.30	$ 122,387

Warrants	Shares	Weighted Average Exercise Price	Weighted Average Remaining Term in Years	Aggregate Intrinsic Value
Outstanding at December 31, 2018	77,779	$ 3.03		
Granted	-	-		
Exercised	-	-		
Cancelled	-	-		
Outstanding at September 30, 2019	77,779	$ 3.03	3.30	$ 3,889
Exercisable at September 30, 2019	77,779	$ 3.03	3.30	$ 3,889

Restricted Stock Units	Shares	Weighted Average Price	Weighted Average Remaining Term in Years
Outstanding at December 31, 2018	810,000	$ 3.67	
Granted	53,500	4.49	
Vested	(47,455)	3.42	
Cancelled	(56,045)	3.95	
Outstanding at September 30, 2019	760,000	$ 3.72	1.37

For the three months and nine months ended September 30, 2019 and 2018, stock-based compensation expense recognized in the consolidated statements of operations as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2019	**2018**	**2019**	**2018**
Cost of revenues	$ 40,989	$ 21,148	$ 257,294	$ 82,173
Sales and marketing	53,234	42,625	187,200	87,875
General and administrative	231,377	97,492	568,960	293,350
Total stock-based compensation expense	$ 325,600	$ 161,265	$ 1,013,454	$ 463,398

13. NET INCOME (LOSS) PER SHARE

Basic net (loss) income per share is calculated using the weighted average number of shares of our common stock issued and outstanding during a certain period and is calculated by dividing net (loss) income by the weighted average number of shares of our common stock issued and outstanding during such period. Diluted net (loss) income per share is calculated using the weighted average number of common and potentially dilutive common shares outstanding during the period, using the as-if-converted method for secured convertible notes, and the treasury stock method for options and warrants. Diluted net (loss) income per share does not include potentially dilutive securities because such inclusion in the computation would be anti-dilutive.

For the three months ended September 30, 2019, potentially dilutive securities consisted of options and warrants to purchase 432,378 shares of common stock at prices ranging from $2.28 to $4.05 per share and 760,000 shares of restricted stock units. Of these potentially dilutive securities, none of the shares to purchase common stock from the options and warrants and none of the shares related to the restricted stock units are included in the computation of diluted earnings per share because the effect of including these instruments would be anti-dilutive.

For the nine months ended September 30, 2019, potentially dilutive securities consisted of options and warrants to purchase 432,378 shares of common stock at prices ranging from $2.28 to $4.05 per share and 760,000 shares of restricted stock units. Of these potentially dilutive securities, only 156,093 of the shares to purchase common stock from the options and warrants and none of shares related to the restricted stock units are included in the computation of diluted earnings per share because the effect of including these instruments would be anti-dilutive.

For the three months ended September 30, 2018, potentially dilutive securities consisted of options and warrants to purchase 656,318 shares of common stock at prices ranging from $0.90 to $6.45 per share and 441,000 shares of restricted stock units. Of these potentially dilutive securities, only 146,237 of the shares to purchase common stock from the options and warrants and none of the shares related to the restricted stock units are included in the computation of diluted earnings per share because the effect of including these instruments would be anti-dilutive.

For the nine months ended September 30, 2018, potentially dilutive securities consisted of options and warrants to purchase 656,318 shares of common stock at prices ranging from $0.90 to $6.45 per share and 441,000 shares of restricted stock units. Of these potentially dilutive securities, only 207,562 of the shares to purchase common stock from the options and warrants and none of the shares related to the restricted stock units are included in the computation of diluted earnings per share because the effect of including these instruments would be anti-dilutive.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Numerators:				
Net loss from continuing operations	$ (1,256,656)	$ (404,165)	$ (3,685,321)	$ (3,934,944)
Net income (loss) from discontinued operations	$ (6,500)	$ 1,558,291	$ 18,878,149	$ 4,502,859
Net income (loss)	$ (1,263,156)	$ 1,154,126	$ 15,192,828	$ 567,916
Denominator:				
Denominator for basic calculation weighted average shares	9,795,147	9,613,133	9,754,014	9,605,536
Dilutive common stock equivalents:				
Options and warrants	-	146,237	156,093	207,562
Denominator for diluted calculation weighted average shares	9,795,147	9,762,370	9,910,107	9,813,098
Net income (loss) per share:				
From continuing operations				
Basic	$ (0.13)	$ (0.04)	$ (0.38)	$ (0.41)
Diluted	$ (0.13)	$ (0.04)	$ (0.38)	$ (0.41)
From discontinued operations				
Basic	$ (0.00)	$ 0.16	$ 1.94	$ 0.47
Diluted	$ (0.00)	$ 0.16	$ 1.90	$ 0.46
Net income (loss)				
Basic	$ (0.13)	$ 0.12	$ 1.56	$ 0.06
Diluted	$ (0.13)	$ 0.12	$ 1.53	$ 0.06

14. REMAINING PERFORMANCE OBLIGATIONS

Remaining performance obligations represent the amount of revenue from fixed-fee contracts, including those which have potential early cancellation provisions, for which work has not been performed. As of September 30, 2019, approximately $23,000,000 of revenue from fixed-fee contracts is expected to be recognized from these remaining performance obligations. We expect to recognize revenue on approximately 88% of these remaining performance obligations over the next 24 months, with the balance thereafter. We elected to utilize the practical expedient exemption to exclude from this disclosure the amount of revenue from contracts which are not fixed-fee and where we do not have the right to invoice until the services have been performed.

15. EMPLOYMENT AGREEMENTS

Michael H. McMillan

In January 2017, we entered into an employment agreement with Michael H. McMillan ("McMillan") (the "McMillan Employment Agreement"), pursuant to which we employed McMillan as President and Chief Strategy Officer of the Company. The initial term of the McMillan Employment Agreement is 36 months and will automatically renew for subsequent 12-month terms unless either party provides written notice to the other party of a desire to not renew the agreement.

Pursuant to the McMillan Employment Agreement, the Company has the right to terminate McMillan's employment without cause at any time on thirty (30) days' advance written notice to McMillan. Additionally, McMillan has the right to resign for "Good Reason" (as defined in the McMillan Employment Agreement) on thirty (30) days' written notice. In the event of (i) such termination without cause, or (ii) McMillan's inability to perform the essential functions of his position due to a mental or physical disability or his death, or (iii) McMillan's resignation for Good Reason, McMillan is entitled to receive the base salary then in effect and full target annual bonus, prorated to the date of termination, and a "Severance Payment" equivalent to (a) payment of compensation for an additional twelve months, payable as a lump sum, and (b) the acceleration of all unvested stock options and warrants then held by McMillan, subject to certain conditions set forth in the McMillan Employment Agreement. If McMillan resigns for other than Good Reason, he will be entitled to receive the base salary for the thirty (30) day written notice period, but no other amounts. On October 2, 2017, the Board appointed McMillan as Chief Executive Officer and his base salary was increased to $325,000.

In February 2018, the Company amended the McMillan Employment Agreement to extend the term thereof through December 31, 2020 and increased his base salary to $334,700 for 2018, $359,700 for 2019, and the 2020 base salary to be determined by the Board of Directors at the end of the 2019 calendar year. He will also be eligible for a bonus of up to $219,375 and $242,798 in 2018 and 2019, respectively, and his 2020 bonus will be up to 67.5% of his base salary. The foregoing is a summary of the McMillan Employment Agreement which is included as Exhibit 99.6 to our Current Report on Form 8-K filed with the SEC on January 17, 2017, and the amendment to the McMillan Employment Agreement, which is found as Exhibit 10.44 to our Annual Report on Form 10-K filed with the SEC on March 28, 2018.

On July 15, 2019, McMillan notified the Board of Directors of his decision to retire from the Company effective December 31, 2019. In connection with his planned retirement, McMillan also submitted his resignation as President and Chief Executive Officer of the Company, effective July 31, 2019. McMillan will continue to serve as a director of the Company and will remain employed by the Company through his retirement date in order to assist with the transition. Mr. McMillan was given the honorary title of President and CEO Emeritus by the Board.

Paul T. Anthony

Effective January 1, 2016, we entered into an employment agreement with Paul T. Anthony (the "Anthony Agreement"). The Anthony Agreement provides that Mr. Anthony will continue to serve as our Executive Vice President, CFO and Corporate Secretary. The Anthony Agreement has a term of two years and provides for an annual base salary of $245,000. The Anthony Agreement will automatically renew for subsequent twelve (12) month terms unless either party provides advance written notice to the other that such party does not wish to renew the agreement for a subsequent twelve (12) months. Mr. Anthony also receives the customary employee benefits available to our employees. Mr. Anthony was also entitled to receive a bonus of up to $132,000 per year, the achievement of which is based on Company performance metrics. We may terminate Mr. Anthony's employment under the Anthony Agreement without cause at any time on thirty (30) days advance written notice, at which time Mr. Anthony would receive severance pay for twelve months and be fully vested in all options and warrants granted to date.

In February 2018, the Company amended the Anthony Agreement to extend the term thereof through December 31, 2020 and increased his base salary to $284,700 for 2018, and $309,700 for 2019, with the 2020 base salary to be determined by the Board of Directors at the end of the 2019 calendar year. He will also be eligible for a bonus of up to $209,047 in 2019, and his 2020 bonus will be up to 67.5% of his base salary. The foregoing are summaries of the Anthony Agreement and the amendment to the Anthony Agreement, which are included as Exhibit 10.32 to our Annual Report on Form 10-K filed with the SEC on March 30, 2016, and Exhibit 10.45 to our Annual Report on Form 10-K filed with the SEC on March 28, 2018, respectively.

Caleb Barlow

Effective August 1, 2019, we entered into an employment agreement with Caleb Barlow (the "Barlow Agreement") pursuant to which he will serve as President and Chief Executive Officer and will have the duties and responsibilities as are commensurate with the positions of President and Chief Executive Officer. The initial term of the Barlow Agreement is 36 months and will automatically renew for subsequent 12-month terms unless either party provides written notice to the other party of a desire not to renew employment.

Mr. Barlow's base salary is $350,000. He is entitled to incentive bonus compensation that offers the potential to receive a discretionary bonus up to 100% of his base salary. For 2019, his discretionary bonus will total up to a maximum of $85,000. The incentive bonus plan is based on a number of factors established by the Board. In addition, he receives a retention bonus totaling $500,000, with $200,000 paid on August 1, 2019, $150,000 payable on January 1, 2020 and $150,000 payable on January 2021. Mr. Barlow also received equity compensation consisting of an option to purchase up to 500,000 shares of the Company's common stock, subject to vesting, and 50,000 shares of restricted stock units. The options are nonqualified, and the grant was made outside of the Company's 2011 Stock Incentive Plan. We may terminate Mr. Barlow's employment without cause at any time on thirty (30) days' advance written notice to Mr. Barlow at which time Mr. Barlow is entitled to receive (a) his annual base salary then in effect, and full target annual bonus, each prorated to the date of termination, (b) payment of base salary compensation for an additional twelve months, payable as a lump sum, (c) acceleration and payment of the unpaid portion of the sign-on and retention bonus, and (d) the acceleration of all unvested stock options, warrants and restricted stock units then held by Mr. Barlow, subject to certain conditions set forth in the Barlow Agreement. If Mr. Barlow resigns for any reason other than Good Reason, he will be entitled to receive his base salary for the thirty (30) day written notice period, but no other amounts. The foregoing is a summary of the Barlow Agreement, which is included as Exhibit 10.1 to our Form 8-K filed with the SEC on July 16, 2019.

16. CONCENTRATIONS

Cash Concentrations

At times, cash balances held in financial institutions are in excess of federally insured limits. Management performs periodic evaluations of the relative credit standing of financial institutions and limits the amount of risk by selecting financial institutions with a strong credit standing**.**

Major Customers

Our largest customer accounted for approximately 17% and 20% of our revenues for the nine months ended September 30, 2019 and 2018, respectively. Our largest customer had accounts receivable totaling approximately $700,000 and $400,000 as of September 30, 2019 and December 31, 2018, respectively.

17. DISCONTINUED OPERATIONS

On March 20, 2019, we, along with our wholly-owned subsidiary, CTEK Solutions, Inc., entered into an Asset Purchase Agreement (together with the other related documents defined therein, the "Purchase Agreement") with Vereco, LLC, a Delaware limited liability company ("Buyer"). Pursuant to the Purchase Agreement, we sold our assets used in the provision of our managed print services business division (the "MPS Business"), which had been primarily conducted by CTEK Solutions, Inc. Buyer also assumed certain liabilities relating to the MPS Business. The purchase price paid to us by Buyer pursuant to the Purchase Agreement was $30,000,000, $5,000,000 of which was placed in escrow by Buyer, the release of which is contingent upon certain events and conditions specified in the Purchase Agreement. On June 20, 2019, a contingent event had not occurred and per the terms of the Purchase Agreement, $1,500,000 of the $5,000,000 was removed as a contingent escrow balance receivable and we will no longer be able to earn this amount. The purchase price is subject to adjustment based on closing working capital results of the MPS Business. The initial working capital adjustment reduced the cash received by $629,746.

The following is the summary of the transaction selling the MPS Business:

Initial cash received	$ 24,370,254
Escrow balance receivable	3,500,000
Working capital adjustment	(1,566,753)
Book value of net assets disposed	(2,614,232)
Gain before provision for income taxes	23,689,269
Income tax expense	(5,622,617)
Net gain from sale of discontinued operations	$ 18,066,652

The following are the carrying amounts of assets and liabilities included as part of held for sale on the balance sheet:

	September 30, 2019	December 31, 2018
Accounts receivable, net	$ 201,965	$ 5,124,270
Prepaid and other current assets	-	2,118,664
Supplies	-	1,184,474
Currents assets held for sale	$ 201,965	$ 8,427,408
Property and equipment, net	$ -	$ 327,332
Goodwill	-	1,517,017
Noncurrent assets held for sale	$ -	$ 1,844,349
Accounts payable and accrued expenses	$ -	$ 5,098,179
Accrued compensation and benefits	-	1,225,057
Deferred revenue	-	888,467
Current portion of long-term liabilities	-	87,857
Current liabilities held for sale	$ -	$ 7,299,561
Operating lease liability	$ -	$ 58,567
Noncurrent liabilities held for sale	$ -	$ 58,967

The following is a composition of the line items constituting net income (loss) from discontinued operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	**2018**	**2019**	**2018**
Net revenues	$ -	$ 13,560,328	$ 12,096,885	$ 38,197,995
Cost of revenues	-	(10,530,558)	(10,060,414)	(30,348,300)
Sales and marketing	(4,981)	(119,510)	(201,295)	(402,945)
General and administrative expenses	-	(439,104)	(676,630)	(1,516,977)
Depreciation	-	(47,987)	(36,635)	(157,592)
Interest (income) expense	-	4,273	(1,956)	(9,527)
Income (loss) before provision for income taxes	(4,981)	2,427,443	1,119,956	5,762,653
Income tax expense	(1,519)	(869,152)	(308,459)	(1,259,793)
Net (loss) income from discontinued operations	$ (6,500)	$ 1,558,291	$ 811,497	$ 4,502,860

The following is a composition of the capital expenditures, and any significant noncash operating and investing items, including depreciation, of the discontinued operations.

	Nine Months Ended September 30,	
	2019	**2018**
Depreciation	$ 36,635	$ 157,594
Stock compensation	$ 124,348	$ 40,443
Capital expenditures	$ -	$ 12,163

18. SUBSEQUENT EVENT

Acquisition of Backbone Enterprises Inc.

On October 31, 2019, we entered into a Stock Purchase Agreement (the "Purchase Agreement") with Backbone Enterprises Inc., a Minnesota corporation ("Backbone"), and their stockholders, (the "Stockholders"), pursuant to which we acquired 100% of the issued and outstanding shares of common stock (the "Shares") of Backbone from the Stockholders (the "Backbone Transaction").

Pursuant to the Purchase Agreement, the aggregate purchase price paid for the Shares consisted of (i) a cash payment of $5,500,000, less certain transaction expenses (the "Cash Consideration"), (ii) the issuance of 491,804 shares of our common stock to the Stockholders, pro rata among the Stockholders in proportion to each Stockholder's ownership of the Shares, and an earn-out, pursuant to which the Stockholders may be entitled to an additional $4,000,000 based upon the post-closing financial performance of Backbone, to be calculated based upon revenue generated by the Backbone business during the three-year earn-out period. The Cash Consideration is subject to adjustment based on closing working capital of Backbone, and $1,500,000 of the Cash Consideration was placed into a third-party escrow account by us, against a portion of which we may make claims for indemnification.

In the Purchase Agreement, CynergisTek, Inc., Backbone and the Stockholders made customary representations and warranties and have agreed to customary covenants relating to the Backbone Transaction. Pursuant to the Purchase Agreement, Backbone and the Stockholders agreed to deliver to us certificates representing the Shares and the corporate record books of Backbone. We agreed to deliver the Cash Consideration and the Securities Consideration. Each of Zuniga, Carroll and D'Souza also entered into three-year employment agreements with us, pursuant to which each will serve as a vice president and will have the duties and responsibilities assigned to them by our executive management team.

The foregoing summary of the terms and conditions of the Purchase Agreement do not purport to be complete, and are available in their entirety by reference to the full text of the Purchase Agreement, which is included in our 8-K filing on November 1, 2019

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

The following discussion of the financial condition and results of operations of the Company should be read in conjunction with the condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 27A of the Securities Act, and is subject to the safe harbors created by those sections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "may," "will" and variations of these words or similar expressions are intended to identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, our actual results could differ materially and adversely from those expressed in any forward-looking statements as a result of various factors. We undertake no obligation to revise or publicly release the results of any revisions to these forward-looking statements.

Due to possible uncertainties and risks, readers are cautioned not to place undue reliance on the forward-looking statements contained in this Quarterly Report, which speak only as of the date of this Quarterly Report, or to make predictions about future performance based solely on historical financial performance. We disclaim any obligation to update forward-looking statements contained in this Quarterly Report.

Readers should carefully review the risk factors described in other documents we file from time to time with the SEC, including our Form 10-K for the fiscal year ended December 31, 2018. Our filings with the SEC, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those filings, pursuant to Sections 13(a) and 15(d) of the Exchange Act, are available free of charge at www.CynergisTek.com, when such reports are available via the EDGAR system maintained by the SEC at www.sec.gov.

OVERVIEW

We are a top-ranked information security, privacy and compliance firm offering a suite of comprehensive services and solutions with an emphasis in healthcare and the challenges unique to the healthcare industry. Our recurring revenue service offerings help organizations identify ever-changing threat factors and security risks, provide resources to remediate or fill a gap in skilled and experienced talent, and offer a partner with experts in cybersecurity and privacy to manage and advise on their programs.

Our services include our Compliance Assist Partner Program (CAPP), which provides on-going risk assessments and remediation tracking to ensure organizations are compliant with HIPAA. Our Privacy Monitoring Service provides the running of a privacy monitoring program that includes regularly reviewing information system activity such as user activity within designated applications, following established policies, procedures, and processes to proactively detect suspicious electronic user activity and utilizing industry preferred analytics tools to routinely review and escalate findings directly to our customers team. Our Virtual Chief Information Security Officer (CISO) helps organizations with program development and prioritizes projects. The use of the CISO often reveals gaps in an organization's security. We can then provide additional resources through our Staffing service to execute a remediation plan or work on other IT security projects. Our Vendor Security Management oversees third-party risk and our Incident Response services help address the growing ransomware and malware attacks that plague organizations today.

To address growing market needs, we recently expanded our consulting and managed services offerings to include Medical Device Security Risk Assessment and Managed Security Services. The Medical Device Security Risk Assessment service helps hospitals and other organizations inventory the increasing number of medical devices connected to the network, identifies hard to find vulnerabilities to overall security and the patient, and categorizes these risks into a clearly defined remediation plan. The Managed Security Services provide on-going monitoring and analysis of an organization's security posture in regard to its network, endpoint devices, cloud infrastructure and SaaS applications.

As of March 20, 2019, the Company is focused exclusively on information security and privacy. As reported in our prior public filings, beginning March 20, 2019, we no longer provide Managed Print Services (MPS) directly but will continue to refer our customers to our partners for these services. MPS optimizes high-volume print environments while reducing costs, improving efficiency and securing the print environment through industry best practices.

Our common stock currently trades on the NYSE American under the stock symbol "CTEK".

Where appropriate, references to "CynergisTek," the "Company," "we," "us" or "our" include CynergisTek, Inc., a Delaware corporation and its wholly-owned subsidiaries, CTEK Solutions, Inc., a California corporation, CTEK Security, Inc., a Texas corporation, and Delphiis, Inc., a California corporation.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities. We evaluate these estimates on an on-going basis, including those estimates related to customer programs and incentives, bad debts, intangible assets, income taxes, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. The results of these estimates form the basis for our judgments about the carrying values of assets and liabilities which are not readily apparent from other sources. As a result, actual results may differ from these estimates under different assumptions or conditions.

We consider the following accounting policies to be most important to the portrayal of our financial condition and those that require the most subjective judgment:

- **Revenue recognition and deferred revenue**

We operate under a consolidated strategy and management structure, deriving revenue from the following sources:

- Managed services
- Consulting and professional services
- Hardware and software resales

Revenue is recognized pursuant to ASC Topic 606, "Revenue from Contracts with Customers" (ASC 606). Accordingly, revenue is recognized at an amount that reflects the consideration to which we expect to be entitled in exchange for transferring goods or services to a customer. This principle is applied using the following 5-step process:

1. Identify the contract with the customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) each performance obligation is satisfied

Managed Services

Managed services revenue is earned monthly during the term of the contract, as services and supplies are provided at a fixed fee and is recognized ratably over the contract term beginning on the commencement date of the contract. Managed services contracts are typically long-term contracts lasting 3 to 5 years.

Consulting and Professional Services

Consulting and professional services contracts are typically short-term, project-based services rendered on either a fixed fee or a time and materials basis. These contracts are normally for a duration of less than one year. For fixed fee arrangements, revenue is recognized ratably over the term of the project. For time and materials arrangements, revenues are recognized as the services are rendered.

Hardware and Software Resales

For hardware and software resales, we recognize revenue on a gross basis, as we are deemed to be the primary obligor in these arrangements. Revenue from the resale of hardware is recognized when delivered to the customer. For software resales, when we do not provide any services that are considered essential to the functionality of the software, revenue is recognized upon delivery of the software. All product warranties and upgrades or enhancements are provided exclusively by the manufacturer. We do not sell any internally-developed software.

For hardware and software maintenance arrangements, we recognize revenue at the time of sale on a net basis, as a third-party service provider is deemed to be the primary obligor. Under net sales recognition, the cost of the third-party service provider or vendor is recorded as a direct reduction to net revenues on the statements of operations.

Deferred and Unbilled Revenue

We receive payments from customers based on billing schedules established in our contracts. Deferred revenue primarily consists of billings or payments received in advance of the amount of revenue recognized and such amounts are recognized as the revenue recognition criteria are met. Unbilled revenue reflects our conditional right to receive payment from customers for our completed performance under contracts.

- **Accounts receivable valuation and related reserves**

We estimate the losses that may result from that portion of our accounts receivable that may not be collectible as a result of the inability of our customers to make required payments. Management specifically analyzes customer concentration, customer credit worthiness, current economic trends and changes in customer payment terms when evaluating the adequacy of the allowance for doubtful accounts. We review past due accounts on a monthly basis and record an allowance for doubtful accounts where we deem appropriate.

- **Impairment review of goodwill and intangible assets**

We periodically evaluate our intangible assets and goodwill relating to acquisitions for impairment. Goodwill is not amortized but is evaluated at least annually at year end for any impairment in the carrying value. We review our intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors we consider important which could trigger an impairment review include, but are not limited to, the following: significant underperformance relative to expected historical or projected future operating results; significant changes in the manner of our use of the acquired assets or the strategy for our overall business; and a significant negative industry or economic trend for a sustained period. Goodwill and intangible asset impairment assessments are generally determined based on fair value techniques, including determining the estimated future discounted and undiscounted cash flows over the remaining useful life of the asset. Those models require estimates of future revenue, profits, capital expenditures and working capital for each reporting unit. We estimate these amounts by evaluating historical trends, the current state of the Company’s industries and the economy, current budgets, and operating plans. Determining the fair value of goodwill includes significant judgment by management and different judgments could yield different results. Any resulting impairment loss could have a material impact on our financial condition and results of operations.

- **Stock-based compensation**

Under the fair value recognition provisions of the authoritative guidance, stock-based compensation cost granted to employees is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service or performance period, which is the vesting period. Stock options and warrants issued to consultants and other non-employees as compensation for services to be provided to us are accounted for based upon the fair value of the services provided or the estimated fair value of the option or warrant, whichever can be more clearly determined. We currently use the Black-Scholes option pricing model to determine the fair value of stock options. The determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the term of the awards, the expected term of the award, the risk-free interest rate and any expected dividends. Compensation cost associated with grants of restricted stock units are also measured at fair value. We evaluate the assumptions used to value restricted stock units on a quarterly basis. When factors change, including the market price of the stock, share-based compensation expense may differ significantly from what has been recorded in the past. If there are any modifications or cancellations of the underlying unvested securities, we may be required to accelerate, increase or cancel any remaining unearned share-based compensation expense.

- **Income taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial reporting requirements and those imposed under federal and state tax laws. Deferred taxes are provided for timing differences in the recognition of revenue and expenses for income tax and financial reporting purposes and 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. Deferred income tax expense represents the change during the period in the deferred tax assets and liabilities. Realization of the deferred tax asset is dependent on generating sufficient taxable income in future years. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Reference is made to our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 filed with the SEC on March 27, 2019, for additional discussion of our critical accounting policies.

RESULTS OF OPERATIONS

For the Three Months Ended September 30, 2019, Compared to the Three Months Ended September 30, 2018

Revenue

Revenue decreased by approximately $900,000 to $4,766,000 for the three months ended September 30, 2019, as compared to the same period in 2018. While we increased our revenues related to an increase in multi-year managed service revenues by approximately $400,000, our revenues from consulting and professional services decreased by approximately $1,300,000. The primary reason for this decrease was due to lower revenue from a single customer who completed a number of the remediation efforts they needed our support on and has since reduced the number of resources. Total Professional Services revenue from this customer was approximately $600,000 for the three months ended September 30, 2019 compared to approximately $1,600,000 for the same period in 2018. We don’t expect revenue growth for Q4 2019 given the strong quarter we experienced with Professional Services last year. Going in to 2020, we expect revenue growth to improve as we benefit from our recent acquisition of Backbone. In addition, we expect to see growth from our new service offerings and changes we are making to the sales and marketing organization led by our new CEO.

Cost of Revenue

Cost of revenue consists primarily of salaries and related expenses of direct labor and indirect support staff. Cost of revenue was $3,165,502 for the three months ended September 30, 2019, as compared to $2,898,273 for the same period in 2018. We incurred approximately $200,000 more in salaries, contract labor and related costs. These increases were due to increased headcount in order to provide support for our new Managed Security Service and Medical Device Security managed services and our efforts to augment the employee salary and benefit offerings to attract and retain talent partially offset by a reduction in labor related expenses from the reduction in Professional Service revenue discussed above.

Gross margin was 34% of revenue for the three months ended September 30, 2019, and 49% for the same period in 2018. The reduction in gross margin is reflective of our investment in attracting talented cyber security employees, costs associated with ramping up new services and the lower Professional Services revenue experienced this quarter. Over the next few quarters, we expect gross margins to improve as we look to grow our revenue, target cost reductions and better utilize our workforce.

Sales and Marketing

Sales and marketing expenses include salaries, commissions and expenses for sales and marketing personnel, travel and entertainment, and other selling and marketing costs. Sales and marketing expenses were approximately $100,000 lower at $1,090,733 for the three months ended September 30, 2019, as compared to $1,193,878 for the same period in 2018. We had approximately $100,000 less in salaries and related cost during the third quarter of 2019 due to turnover in our sales team.

General and Administrative

General and administrative expenses include personnel costs for finance, administration, information systems, and general management, as well as facilities expenses, professional fees, legal expenses and other administrative costs. General and administrative expenses increased by $338,157 to $1,689,012 for the three months ended September 30, 2019, as compared to $1,350,855 for the same period in 2018. The increase is attributable to non-recurring expenses related to the onboarding of our new CEO in August 2019, while our outgoing CEO remains with the Company to assist with the transition through the end of 2019. We expect lower general and administrative expenses going into next year when the transition is complete and we implement some targeted cost reductions the Company recently initiated to right size the support organization with the divestiture of the managed print services business earlier this year.

Change in valuation of contingent earn-out

We performed a valuation of the contingent earn-out to a seller of CTEK Security, Inc. as of September 30, 2019 which resulted in a reduction of the previous estimate of $178,269 related to the potential for payout for not meeting earn-out criteria in 2019.

Depreciation

Depreciation remained relatively steady at $47,775 for the three months ended September 30, 2019, as compared to $36,853 for the same period in 2018.

Amortization of Acquisition-Related Intangibles

Amortization of acquisition-related intangibles remained the same at $452,734 for each of the three months ended September 30, 2019 and 2018. The composition of identified intangible assets was consistent over the compared periods and there was no impairment affecting these assets.

Other Income (Expense)

Interest expense for the three months ended September 30, 2019 was $30,459, compared to $352,754 for the same period in 2018. The decrease was due to the repayment of the bank term loan and certain promissory notes in March 2019. As a result of the repayments, we expect interest expense to decrease substantially in future periods. We also earned $41,438 in interest income in 2019 as a result of placing excess cash into an interest-bearing account.

Income Tax Expense

Income tax benefit for the three months ended September 30, 2019 was $236,040, compared to income tax benefit of $225,426 for the same period in 2018. These amounts were based on estimated annual income tax rates we anticipate for the year.

Income from Discontinued Operations, Including Gain on Sale, Net of Tax

On March 20, 2019, we sold the net assets of our MPS Business. The adjustments to the gain on the sale of this business together with the charges from these discontinued operations totaled $6,500 for the three months ended September 30, 2019. This compares to the earnings from these discontinued operations in the second quarter of 2018 totaling $1,558,291.

For the Nine Months Ended September 30, 2019, Compared to the Nine Months Ended September 30, 2018

Revenue

Revenue increased by approximately $1,300,000 to $15,597,117 for the nine months ended September 30, 2019, as compared to the same period in 2018. This increase is a result of an approximately $1,200,000 increase in multi-year managed service revenues and approximately $100,000 in additional revenues from consulting and professional services provided to new and existing customers. We don’t expect full year annual revenue growth for 2019 compared to 2018 given the strong year we experienced in 2018 with our Professional Services business. Going in to 2020, we expect revenue growth to improve as we benefit from our recent acquisition of Backbone. In addition, we expect to see growth from our new service offerings and changes we are making to the sales and marketing organization led by our new CEO.

Cost of Revenue

Cost of revenue consists primarily of salaries and related expenses of direct labor and indirect support staff. Cost of revenue was $9,613,377 for the nine months ended September 30, 2019, as compared to $7,783,317 for the same period in 2018. We incurred approximately $1,400,000 more in salaries and related costs, approximately $100,000 more in stock compensation, and approximately $200,000 more in contract labor. These increases were due to increased headcount in order to support new services and our efforts to augment the employee salary and benefit offerings to attract and retain talent.

Gross margin was 38% of revenue for the nine months ended September 30, 2019, and 46% for the same period in 2018. The reduction in gross margin is reflective of our investment in attracting talented cyber security employees, costs associated with ramping up our new Managed Security Service and Medical Device Security managed services and the lower than expected Professional Services revenue for this period. Over the next few quarters, we expect gross margins to improve as we look to grow our revenue, target cost reductions and better utilize our workforce.

Sales and Marketing

Sales and marketing expenses include salaries, commissions and expenses for sales and marketing personnel, travel and entertainment, and other selling and marketing costs. Sales and marketing expenses were $3,907,847 for the nine months ended September 30, 2019, as compared to $3,885,948 for the same period in 2018. The moderate increase is primarily a result of a broad array of additional marketing expenses incurred in an effort to increase sales.

General and Administrative

General and administrative expenses include personnel costs for finance, administration, information systems, and general management, as well as facilities expenses, professional fees, legal expenses and other administrative costs. General and administrative expenses decreased by approximately $100,000 to $4,807,789 for the nine months ended September 30, 2019, as compared to $4,888,377 for the same period in 2018. The decrease was a result of 2018 expenses being higher by $600,000 due to a non-recurring severance paid to a departed executive offset this year by the $300,000 of non-recurring expenses associated with the onboarding of our new CEO in August 2019, while our outgoing CEO remains with the Company to assist with the transition through the end of 2019 Additionally, we incurred approximately $200,000 in software subscriptions for streamlining operations and business tracking. Further, we increased the issuance of restricted stock units to key employees and board members resulting in an increase of stock compensation expense of approximately $100,000. .

Change in valuation of contingent earn-out

We performed a valuation of the contingent earn-out to a seller of CTEK Security, Inc. as of September 30, 2019 which resulted in a reduction of the previous estimate of $178,269 related to the potential for payout for the 2019 earn-out criteria.

Depreciation

Depreciation remained relatively steady at $135,875 for the nine months ended September 30, 2019, as compared to $107,833 for the same period in 2018.

Amortization of Acquisition-Related Intangibles

Amortization of acquisition-related intangibles remained the same at $1,358,202 for each of the nine months ended September 30, 2019 and 2018. The composition of identified intangible assets was consistent over the compared periods and there was no impairment affecting these assets.

Other Income (Expense)

Interest expense for the nine months ended September 30, 2019 was $439,909, compared to $1,094,066 for the same period in 2018. The decrease was due to the repayment of the bank term loan and certain promissory notes in March 2019. As a result of the repayments, we expect interest expense to decrease substantially in future periods. We also earned $58,076 in interest income in 2019 as a result of placing excess cash into an interest-bearing account.

Income Tax Benefit

Income tax benefit for the nine months ended September 30, 2019 was $746,778, compared to income tax benefit of $844,430 for the same period in 2018. These amounts were based on estimated annual income tax rates we anticipate for the year.

Income from Discontinued Operations, Including Gain on Sale, Net of Tax

On March 20, 2019, we sold the net assets of our MPS Business. The gain on the sale of this business together with the income from these discontinued operations totaled $18,878,149 for the nine months ended September 30, 2019. This compares to the earnings from these discontinued operations for the nine months ended September 30, 2018 totaling $4,502,860.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2019, our cash and cash equivalents were $10,183,214 and our working capital was $10,442,095. Our principal cash requirements are for operating expenses, including employee costs and capital expenditures as well as debt service to our related party note payable and income taxes. Our primary sources of cash are revenues from operations and the sale of the MPS Business. On October 31, 2019, we acquired 100% of the issued and outstanding shares of common stock of Backbone Enterprises, Inc. and used cash of approximately $5,900,000.

During the nine months ended September 30, 2019, our cash used for operating activities amounted to $348,093, as compared to $4,604,286 provided by operating activities for the same period in 2018. This reduction was primarily a result of operating losses experienced in the business in 2019.

As discussed above, in March 2019, we sold the MPS Business and received initial cash of approximately $24,400,000 upon which we repaid approximately $15,400,000 remaining on a bank term loan. We also repaid approximately $4,500,000 in notes payable to related parties. As a result of the repayment of the term loan to the bank, we terminated the availability of a $5,000,000 line of credit with them. We may seek additional financing or equity raises; however, there can be no assurance that additional financing will be available on acceptable terms, if at all. Any financing or equity raises may result in dilution to existing stockholders and any debt financing may include restrictive covenants. Management believes that cash generated from operations, together with existing cash reserves will be sufficient to sustain our business operations over at least the next twelve months.

OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2019, we did not have any other relationships with unconsolidated entities or financial partners, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

CONTRACTUAL OBLIGATIONS AND CONTINGENT LIABILITIES AND COMMITMENTS

As of September 30, 2019, expected future cash payments related to contractual obligations and commercial commitments were as follows:

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Promissory notes	$ 1,561,007	$ 658,325	$ 902,682	$ -	$ -
Capital leases	4	4	-	-	-
Operating leases	792,567	547,959	244,608	-	-
Total	$ 2,353,574	$ 1,206,284	$1,147,290	$ -	$ -

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a "smaller reporting company" as defined by Rule 229.10(f)(1), we are not required to provide the information required by this Item 3.

ITEM 4. CONTROLS AND PROCEDURES.

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this Quarterly Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including each of such officers as appropriate to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1A. RISK FACTORS.

As of the date of this filing, there have been no material changes to the Risk Factors included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the SEC on March 27, 2019 (the "2018 Form 10-K"). The Risk Factors set forth in the 2018 Form 10-K should be read carefully in connection with evaluating our business and in connection with the forward-looking statements contained in this Quarterly Report on Form 10-Q. Any of the risks described in the 2018 Form 10-K could materially adversely affect our business, financial condition or future results and the actual outcome of matters as to which forward-looking statements are made. These are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

ITEM 6. EXHIBITS.

No.	Item
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.. †
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.†
32.1	Certification of the CEO and CFO pursuant to Rule 13a-14(b) and Rule 15d-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350. +
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

† Filed herewith.

+ Furnished herewith. In accordance with Item 601(b)(32)(ii) of Regulation S-K, this exhibit shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

* Pursuant to Rule 406T of Regulation S-T, this XBRL information will not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section, nor will it be deemed filed or made a part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those sections.

SIGNATURES

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

CYNERGISTEK, INC.

Date: November 12~~1~~, 2019	By: /s/ Caleb Barlow Caleb Barlow President and Chief Executive Officer (Principal Executive Officer)
Date: November 12~~1~~, 2019	By: /s/ Paul T. Anthony Paul T. Anthony Chief Financial Officer (Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Caleb Barlow, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CynergisTek, 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(s) 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(s) 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.

Dated: November 12~~1~~, 2019

/s/ Caleb Barlow
Caleb Barlow,
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Paul T. Anthony, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of CynergisTek, 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(s) 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(s) 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.

Dated: November 12~~1~~, 2019

/s/ Paul T. Anthony
Paul Anthony,
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(B) AND RULE 15D-14(B) OF THE SECURITIES EXCHANGE ACT OF 1934 AND 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of CynergisTek, Inc. (the “Company”) on Form 10-Q for the quarter ended September 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Caleb Barlow, Chief Executive Officer and Paul T. Anthony, 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 to the best of our knowledge:

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

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

Date: November 12~~1~~, 2019

By: /s/ Caleb Barlow
Caleb Barlow,
Chief Executive Officer

By: /s/ Paul T. Anthony
Paul Anthony,
Chief Financial Officer

A signed original of this written statement required by section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the Quarterly Report pursuant to Rule 13a-14(b) or Rule 15d-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934.