

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

FORM 10-Q

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

For the quarterly period ended September 30, 2013

OR

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

Commission file number: 333-184487

IMMUDYNE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

76-0238453

(IRS Employer Identification No.)

50 Spring Meadow Rd.
Mount Kisco, NY

(Address of principal executive offices)

10549

(Zip Code)

(914) 244-1777

(Registrant's telephone number, including area code)

Indicate by checkmark 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 last 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

(do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

29,409,973 shares of common stock outstanding as of November 14, 2013.

Immudyne, Inc.

Table of Contents

	<u>Page</u>
Note about Forward-Looking Statements	1
PART I. FINANCIAL INFORMATION	
Item 1. Financial Statements	F-1
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	2
Item 3. Quantitative and Qualitative Disclosures about Market Risk	6
Item 4. Controls and Procedures	6
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	7
Item 1A. Risk Factors	7
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	7
Item 3. Defaults Upon Senior Securities	7
Item 4. Mine Safety Disclosures	7
Item 5. Other Information	7
Item 6. Exhibits	7
Signatures	8
Exhibit Index	9

NOTE ABOUT FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act regarding our company that include, but are not limited to, any projections of earnings, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new products, services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. These forward-looking statements are based on our current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by us. Words such as "anticipates," "expects," "intends," "plans," "predicts," "potential," "believes," "seeks," "hopes," "estimates," "should," "may," "will," "with a view to" and variations of these words or similar expressions are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Although we believe that our expectations expressed in these forward-looking statements are reasonable, our expectations may later be found to be incorrect. Our actual results could be materially different from our expectations. Important risks and factors that could cause our actual results to be materially different from our expectations are generally set forth in "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Our Business" and other sections in this report. Other sections of this report include additional factors that could adversely impact our business and financial performance.

Unless otherwise indicated, information in this report concerning economic conditions and our industry is based on information from independent industry analysts and publications, as well as our estimates. Except where otherwise noted, our estimates are derived from publicly available information released by third party sources, as well as data from our internal research, and are based on such data and our knowledge of our industry, which we believe to be reasonable. Unless otherwise indicated, none of the independent industry publication market data cited in this report was prepared on our or our affiliates' behalf.

The forward-looking statements made in this report relate only to events or information as of the date on which the statements are made in this report. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events. You should read this report and the documents we refer to in this report and have filed as exhibits to this annual report completely and with the understanding that our actual future results may be materially different from what we expect.

Additional information on the various risks and uncertainties potentially affecting our operating results are discussed in this report and other documents we file with the Securities and Exchange Commission, or the SEC, or upon written request to Immudyne, Inc., 50 Spring Meadow Road, Mount Kisco, NY 10549. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on these forward-looking statements.

As used in this report, "Immudyne," "Company," "we," "our" and similar terms refer to Immudyne Inc., unless the context indicates otherwise.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Immudyne, Inc.

Balance Sheet

	September 30, 2013 <u>(unaudited)</u>	December 31, 2012 <u></u>
ASSETS		
Current Assets		
Cash	\$ 46,652	\$ 98,930
Trade accounts receivable	11,311	49,690
Inventory	<u>120,045</u>	<u>63,378</u>
Total Current Assets	178,008	211,998
Furnishings and equipment		
	<u>114,966</u>	<u>157,697</u>
Total Assets	<u>\$ 292,974</u>	<u>\$ 369,695</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued expenses	\$ 207,283	\$ 187,096
Advance payable	<u>10,200</u>	<u>-</u>
Total Current Liabilities	217,483	187,096
Deferred tax liability		
	<u>34,700</u>	<u>47,600</u>
Total Liabilities	<u>252,183</u>	<u>234,696</u>
Stockholders' equity		
Common stock, \$0.01 par value; 50,000,000 shares authorized, 29,409,973 shares issued and outstanding at September 30, 2013	294,099	289,099
Additional paid-in capital	7,738,999	7,641,499
Accumulated (deficit)	<u>(7,992,307)</u>	<u>(7,795,599)</u>
Total Stockholders' Equity	<u>40,791</u>	<u>134,999</u>
Total Liabilities and Stockholders' Equity	<u>\$ 292,974</u>	<u>\$ 369,695</u>

See notes to financial statements

Immudyne, Inc.

Statement of Operations
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2013	2012	2013	2012
Sales	\$ 94,676	\$ 152,115	\$ 647,837	\$ 558,218
Cost of sales	17,475	53,854	124,181	190,778
Gross Profit	77,201	98,261	523,656	367,440
Compensation and related expenses	(102,166)	(104,668)	(380,154)	(329,641)
Professional fees	(20,129)	(71,827)	(104,157)	(175,344)
General and administrative expenses	(123,572)	(85,406)	(298,953)	(277,630)
Operating (Loss)	(168,666)	(163,641)	(259,608)	(415,175)
License Fee	25,000	-	50,000	25,000
Other income	-	-	-	6,161
Interest (expense)	-	-	-	(3,371)
Net (Loss) Before Taxes	(143,666)	(163,641)	(209,608)	(387,385)
Deferred income tax benefit	4,300	4,300	12,900	12,900
Net (Loss)	\$ (139,366)	\$ (159,341)	\$ (196,708)	\$ (374,485)
Basic and diluted (loss) per share	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Average number of common shares outstanding	29,410,000	28,890,500	29,194,500	27,061,000

See notes to financial statements

Immudyne, Inc.

Statement of Stockholders' Equity
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Total
	Shares	Amount			
Balance at December 31, 2012	28,909,973	\$ 289,099	\$ 7,641,499	\$ (7,795,599)	\$ 134,999
Stock options exercised	500,000	5,000	45,000	-	50,000
Amortization of stock options	-	-	52,500	-	52,500
Net (loss)	-	-	-	(196,708)	(196,708)
Balance at September 30, 2013	29,409,973	\$ 294,099	\$ 7,738,999	\$ (7,992,307)	\$ 40,791

See notes to financial statements

Immudyne, Inc.

Statement of Cash Flows
(unaudited)

	Nine Months Ended September 30	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (Loss)	\$ (196,708)	\$ (374,485)
Adjustments to reconcile net (loss) to net cash (used) by operating activities		
Depreciation	42,731	42,444
Deferred tax benefit	(12,900)	(12,900)
Stock compensation expense	52,500	71,500
Common stock issued for services	-	119,000
Changes in Assets And Liabilities		
Trade accounts receivable	38,379	(42,944)
Inventory	(56,667)	21,856
Accounts payable and accrued expenses	20,187	10,056
Net cash (used) by operating activities	<u>(112,478)</u>	<u>(165,473)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Exercise of stock options	50,000	-
Issuance of common stock	-	345,883
Notes and advance payable	10,200	(50,729)
Net cash provided by financing activities	<u>60,200</u>	<u>295,154</u>
Net (decrease) increase in cash	(52,278)	129,681
Cash at beginning of the period	<u>98,930</u>	<u>33,502</u>
Cash at end of the period	<u>\$ 46,652</u>	<u>\$ 163,183</u>
Supplemental Schedule of Non-Cash Investing and Financing Activities		
Cash paid during the period for interest	<u>\$ -</u>	<u>\$ 3,371</u>
Notes payable and other payables used to exercise options and warrants	<u>\$ -</u>	<u>\$ 311,443</u>

See notes to financial statements

Immudyne, Inc.

Notes to Financial Statements

September 30, 2013

1. Organization and Going Concern

Immudyne, Inc. (the "Company") is a Delaware corporation established to develop, manufacture and sell natural immune support products. The Company has developed a proprietary approach to produce what it believes, based on testing and analysis conducted on its behalf, to be superior particulate and soluble beta glucans derived from yeast. The Company's core nutraceutical and cosmetic product lines consist of yeast beta glucans in oral and topical applications to support the immune system. The Company concentrates its sales and marketing efforts on healthcare professionals, distributors for its all-natural raw material ingredient products and direct-to-consumer sales.

The accompanying financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the satisfaction of liabilities in the normal course of business. At September 30, 2013, the Company has an accumulated deficit approximating \$8,000,000 and has incurred negative cash flows from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Based on the Company's cash balance at September 30, 2013 and projected cash needs for the remainder of 2013, management estimates that it will need to raise additional capital to cover operating and capital requirements for the 2013 and 2014 years. Management plans on raising the additional needed funds through increased sales volume, issuing additional shares of common stock or other equity securities, or obtaining debt financing. Although management has been successful to date in raising necessary funding, there can be no assurance that required future financing can be successfully completed on a timely basis, or on terms acceptable to the Company.

The Company has funded operations in the past through the sales of its products, issuance of common stock and through loans and advances from officers and directors. The Company's continued operations are dependent upon obtaining an increase in its sales volume and the continued financial support from officers and directors or the issuance of additional shares of common stock.

2. Summary of Significant Accounting Policies

Unaudited Financial Statements

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for financial information and with the instructions to Form 10-Q. They do not include all the information and footnotes required by United States generally accepted accounting principles for complete financial statements. The unaudited financial statements should be read in conjunction with those financial statements included in the Company's previously filed Form 10-K for the year ended December 31, 2012. In the opinion of Management, all adjustments considered necessary for a fair presentation, consisting solely of normal recurring adjustments, have been made. Operating results for the three and nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

Immudyne, Inc.

Notes to Financial Statements
September 30, 2013

Basis of Presentation and Use of Estimates

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America which requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Some of the more significant estimates required to be made by management include the valuation of accounts receivable, inventory, and stockholders' equity based transactions. Actual results could differ from those estimates.

Reclassification

Certain amounts in the prior periods have been reclassified to conform to the current period presentation.

Inventory

Inventory is valued at the lower of cost or market with cost determined on a first-in, first-out ("FIFO") basis. Management compares the cost of inventory with the net realizable value and an allowance is made for writing down inventory to market value, if lower. Inventory consists of the following:

	September 30, 2013	December 31, 2012
Raw materials	\$ 17,125	\$ 12,800
Work in process	33,949	-
Finished products	68,971	50,578
	<u>\$ 120,045</u>	<u>\$ 63,378</u>

Revenue Recognition

The Company's policy is to record revenue as earned when a firm commitment, indicating sales quantity and price exists, delivery has taken place and collectability is reasonably assured. The Company generally records sales once the product is shipped to the customer. If applicable, provisions for discounts, returns, allowances, customer rebates and other adjustments are netted with gross sales. The Company accounts for such provisions during the same period in which the related revenues are earned. Customer discounts, returns and rebates have not been significant.

Delivery is considered to have occurred when title and risk of loss have transferred to the customer. Sales to international distributors are recognized in the same manner. If title does not pass until the product reaches the customer's delivery site, then recognition of revenue is deferred until that time. There are no formal sales incentives offered to any of the Company's customers. Volume discounts may be offered from time to time to customers purchasing large quantities on a per transaction basis. There are no special post shipment obligations or acceptance provisions that exist with any sales arrangements

Immudyne, Inc.

Notes to Financial Statements
September 30, 2013

Income Taxes

The Company records current and deferred taxes in accordance with Accounting Standards Codification (ASC) 740, "Accounting for Income Taxes." This ASC requires recognition of deferred tax assets and liabilities for temporary differences between tax basis of assets and liabilities and the amounts at which they are carried in the financial statements, based upon the enacted rates in effect for the year in which the differences are expected to reverse. The Company establishes a valuation allowance when necessary to reduce deferred tax assets to the amount expected to be realized. The Company periodically assesses the value of its deferred tax asset, a majority of which has been generated by a history of net operating losses and determines the necessity for a valuation allowance.

ASC 740 also provides a recognition threshold and measurement attribute for the financial statement recognition of a tax position taken or expected to be taken in a tax return. Using this guidance, a company may recognize the tax benefit from an uncertain tax position in its financial statements only if it is more likely-than-not (i.e., a likelihood of more than 50%) that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position.

The Company's tax returns for all years since December 31, 2010, remain open to most taxing authorities.

Stock-Based Compensation

The Company follows the provisions of ASC 718, "Share-Based Payment". Under this guidance compensation cost generally is recognized at fair value on the date of the grant and amortized over the respective vesting periods. The fair value of options at the date of grant is estimated using the Black-Scholes option pricing model. The expected option life is derived from assumed exercise rates based upon historical exercise patterns and represents the period of time that options granted are expected to be outstanding. The expected volatility is based upon historical volatility of the Company's shares using weekly price observations over an observation period that approximates the expected life of the options. The risk-free rate approximates the U.S. Treasury yield curve rate in effect at the time of grant for periods similar to the expected option life. The estimated forfeiture rate included in the option valuation was zero.

Many of the assumptions require significant judgment and any changes could have a material impact in the determination of stock-based compensation expense.

Earnings (Loss) Per Share

Basic earnings (loss) per common share is based on the weighted average number of shares outstanding during each period presented. Warrants and options to purchase common stock are included as common stock equivalents only when dilutive. Potential common stock equivalents are excluded from dilutive earnings per share when the effects would be antidilutive.

Immudyne, Inc.

Notes to Financial Statements
September 30, 2013

Common stock equivalents comprising 13,197,720 and 13,692,720 shares underlying options and warrants at September 30, 2013 and 2012, respectively, have not been included in the loss per share calculation as the effects are anti-dilutive.

Recent Accounting Pronouncements

Accounting standards that have been issued or proposed by the FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

Fair Value of Financial Instruments

The carrying value of the Company's financial instruments, including cash, trade accounts receivable, accounts payable and accrued expenses and advance payable approximate fair value for all periods.

Concentration of Credit Risk

The Company grants credit in the normal course of business to its customers. The Company periodically performs credit analysis and monitors the financial condition of its customers to reduce credit risk.

The Company monitors its positions with, and the credit quality of, the financial institutions with which it invests. The Company, at times, maintains balances in various operating accounts in excess of federally insured limits.

One customer accounted for 73% and 76% of sales for each of the three month periods ended September 30, 2013 and 2012, respectively. This customer accounted for 80% and 77% of sales for each of the nine month periods ended September 30, 2013 and 2012, respectively. At September 30, 2013 and December 31, 2012, this customer accounted for 3% and 32% of accounts receivable, respectively.

A second customer accounted for 0% and 12% of sales for each of the three month periods ended September 30, 2013 and 2012, respectively. This customer accounted for 8% and 10% of sales for each of the nine month periods ended September 30, 2013 and 2012, respectively. At September 30, 2013 and December 31, 2012, this customer accounted for 0% and 57% of accounts receivable, respectively.

Immudyne, Inc.

Notes to Financial Statements
September 30, 2013

3. Income Taxes

The Company incurred a loss for the three and nine month periods ended September 30, 2013 and 2012 and accordingly, no provision for federal income tax has been made in the accompanying financial statements. At December 31, 2012, the Company had available net operating loss carryforwards of approximately \$2,556,000, expiring during various years through 2032.

A summary of the deferred tax asset using an approximate 34% tax rate is as follows:

	December 31, 2012
Net operating loss	\$ 870,000
Valuation allowance	(870,000)
Total	\$ -

The net operating loss carryforwards could be subject to limitation in any given year in the event of a change in ownership as defined by IRC Section 382.

The deferred tax liability of \$34,700 and \$47,600 at September 30, 2013 and December 31, 2012, respectively, results from the difference in the carrying amount of furnishings and equipment between financial reporting and income tax reporting.

The deferred tax benefit included in the statement of operations represents the change in the deferred tax liability at each balance sheet date.

The difference between the statutory and the effective tax rate is primarily due to a change in valuation allowance on deferred taxes, as the Company has fully reserved the deferred tax asset resulting from available net operating loss carryforwards.

4. Stockholders' Equity

Service-Based Stock Options

A summary of the outstanding service-based options issued by the Company to various employees and consultants is as follows:

Balance at December 31, 2012	9,955,000
Granted	250,000
Exercised	(500,000)
Expired	(145,000)
Balance at September 30, 2013	9,560,000

Stock based compensation expense amounted to \$0 and \$23,000 for the three months ended September 30, 2013 and 2012, respectively. Stock based compensation expense amounted to \$52,500 and \$71,500 for the nine months ended September 30, 2013 and 2012, respectively. Such amounts are included in compensation and related expenses in the accompanying statement of operations

In February 2013 the Company issued 250,000 options to a consultant (see note 7). The fair market value of these options amounted to \$15,000 which was amortized over three months from February 1, 2013 to April 30, 2013. The fair value of the options was computed using the following Black Scholes model attributes: fair value of the stock at issue date - \$0.16, expected life - 5 years, volatility - 50% and risk free interest rate - 2%

Immudyne, Inc.

Notes to Financial Statements
September 30, 2013

Options exercisable at September 30, 2013 amounted to 9,460,000. All outstanding options have a cashless exercise provision, and certain options provide for accelerated vesting provisions and modifications, as defined, if the Company is sold or acquired. The intrinsic value of options outstanding and exercisable at September 30, 2013 amounted to \$467,600. The intrinsic value of options exercised during the nine month period ended September 30, 2013 amounted to \$100,000.

The following is a summary of outstanding service-based options at September 30, 2013:

<u>Exercise Price</u>	<u>Number of Options</u>	<u>Weighted Average Remaining Contractual Life</u>
\$0.10	\$ 1,000,000	5 years
\$0.13 - \$0.20	7,560,000	9 years
\$0.40	1,000,000	9 years
Total	<u>\$ 9,560,000</u>	

The remaining unearned compensation on unvested service-based options at September 30, 2013 amounted to \$7,000 which will be amortized over the next nine months.

Performance-Based Stock Options

As of September 30, 2013 the Company had granted performance-based options to purchase 6,875,000 shares of common stock at exercise prices ranging from \$0.40 to \$5.00. The options expire at various dates between 2021 and 2023 and are exercisable upon the Company achieving annual sales revenue ranging from \$5,000,000 and \$100,000,000. The fair value of these performance-based options aggregated \$298,000 and will be expensed over the implicit service period commencing once management believes the performance criteria will be met. Accordingly, at September 30, 2013, the unearned compensation for performance based options is \$298,000.

Warrants

Warrants outstanding and exercisable amounted to 3,637,720 at September 30, 2013. The weighted average exercise price of warrants outstanding at September 30, 2013 is \$0.28. The warrants expire between 2013 and 2015.

5. Royalties

The Company is subject to a royalty agreement based upon sales of certain skin care products. The agreement requires the Company to pay a royalty based upon 8% of such sales, up to \$227,175. Royalty expense approximated \$5,000 and \$10,000 for the three month periods ended September 30, 2013 and 2012, respectively. Royalty expense approximated \$40,000 and \$35,000 for the nine month periods ended September 30, 2013 and 2012, respectively. The remaining commitment at September 30, 2013, is approximately \$75,000. The Company's President has a 60% interest in the royalties.

Immudyne, Inc.

Notes to Financial Statements September 30, 2013

At September 30, 2013 and December 31, 2012, included in accounts payable and accrued expenses was \$114,000 and \$96,000, respectively, in regards to this agreement.

In addition, in June 2013 the Company entered into a royalty agreement with a consultant which provided for a fee of 2% of sales as defined. At September 30, 2013 no amounts have been earned under this agreement.

6. Advance payable

During the three months ended September 30, 2013 a director advanced the Company \$10,200 to be used to fund the purchase of common stock.

7. Commitments and Contingencies

Leases

The Company leases a plant in Kentucky under an operating lease which expires May 31, 2016. Future minimum base rental payments required under the lease are as follows:

Year ending December 31	
2013 (3 months)	\$ 10,240
2014	41,675
2015	42,187
2016	17,578
Total	<u>\$ 111,680</u>

Rent expense for the three month periods ended September 30, 2013 and 2012, was \$16,619 and \$9,146, respectively. Rent expense for the nine month periods ended September 30, 2013 and 2012, was \$35,179 and \$40,577, respectively.

Employment and Consulting Agreements

During 2013 the Company entered into a consulting agreement, effective February 1, 2013 with an unrelated third party. Under the terms of the agreement, the consultant receives \$15,000 per month, and an option to purchase 250,000 shares of common stock at \$0.20 per share, which vested on May 1, 2013, and expires 2023. In addition, the consultant received options to purchase 375,000 shares of common stock at \$0.40 and \$375,000 options at \$0.80, contingent on the Company's revenue exceeding \$5,000,000 and \$10,000,000, as defined. In June 2013, the Company entered into an employment agreement with this individual and issued additional options which allow the employee to purchase an aggregate of 1,500,000 shares at exercise prices ranging from \$1.50 to \$5.00, contingent upon the Company's revenue exceeding \$20,000,000, \$50,000,000 and \$100,000,000 as defined.

Immudyne, Inc.

Notes to Financial Statements
September 30, 2013

The Company has entered into various other agreements with officers, directors, employees and consultants that expire in one to ten years. The Company President's annual base salary of \$120,000 was amended to \$145,000 effective October 12, 2012. Annual compensation agreements for other officers, directors, employees and consultants range from \$5,000 per month to amounts to \$17,500 per month. In addition, the agreements provide for bonus compensation to these individuals aggregating 16.5 percent of the Company's pretax income.

Legal Matters

In the normal course of business operations the Company may become involved in various legal matters. At September 30, 2013, the Company's management does not believe that there are any potential legal matters that could have an adverse effect on the Company's financial position.

In November 2009, the Company entered into a settlement agreement to resolve all aspects of litigation relating to a patent suit. As part of that settlement agreement, the Company received \$440,000 as reimbursement for litigation costs. The Company also was awarded \$200,000 in eight installments of \$25,000 every six months beginning on January 15, 2011, in return for an exclusive patent license. The term of the license agreement is consistent with the term of the \$25,000 semiannual payments. The \$25,000 installments are being recorded as revenue only upon receipt of the funds. As of September 30, 2013, \$50,000 remained to be paid to the Company under this agreement.

8. Subsequent Events

The Company has evaluated subsequent events through the date these financial statements were issued and has determined that there are no subsequent events or transactions requiring recognition or disclosure in the financial statements.

* * * * *

CAUTIONARY STATEMENT FOR FORWARD-LOOKING STATEMENTS

The comments made throughout this Quarterly Report should be read in conjunction with our consolidated financial statements and the notes thereto, and other financial information appearing elsewhere in this document. In addition to historical information, the following discussion and other parts of this document contain certain forward-looking information. When used in this discussion, the words, "believes," "anticipates," "expects" and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from projected results, due to a number of factors beyond our control. We do not undertake to publicly update or revise any of the forward-looking statements, even if experience or future changes show that the indicated results or events will not be realized. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Readers are also urged to carefully review and consider our discussions regarding the various factors that affect our business, which are described in this section and elsewhere in this report, and those listed in our other SEC filings.

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

Safe Harbor Declaration

Overview

We manufacture, distribute and sell natural immune support products. We believe, based on testing and analysis conducted on our behalf, that our beta glucans derived from yeast are superior to other beta glucans. Beta glucans are a natural extract that has been shown through testing and analysis and scientific research to support the immune system. Our core nutraceutical and cosmetic product lines consist of yeast beta glucans in oral and topical applications. Our beta glucan products and manufacturing processes are protected by patents and trade secrets and are compliant with current GMPs. Yeast beta glucans are classified as GRAS (generally recognized as safe) by the FDA. Historically, we have sold our products primarily on a word-of-mouth basis through distributors and our website as standalone product lines, as well as business-to-business as dietary supplement and a cosmetic enhancement, and as a feed-additive for animal use. As of 2011, we began exiting this lower-margin market for feed-additive products. Our sales and marketing efforts going forward are concentrated on our oral and topical-use products for healthcare professionals, distributors and direct-to-consumer sales.

Significant factors that we believe could affect our operating results are (i) marketing and advertising expenses; (ii) protection of our intellectual property rights; and (iii) imposition of more stringent government regulations of our products.

Our marketing strategy is to promote sales of our oral and topical-use products, which constitute our core business as we shift from low-margin, feed-additive product sales. We believe that we are well positioned to capitalize on our development of proprietary and patented products and can now focus on commercializing sales on a more meaningful, global basis. We expect that a significant component of our selling, general and administration expenses going forward will consist of marketing and advertising expenses to increase our sales. The primary components of our marketing and advertising expenses may include online sales promotions through our website, trade advertising, direct marketing to nutraceutical companies and industry associations, consumer research and search engine and digital advertising. We expect our selling, general and administrative expenses to increase in absolute dollars as we incur increased costs related to our marketing strategy and growth of our business. These costs, along with the additional costs resulting from our operations as a public reporting company, could impact our future operating profitability.

On February 1, 2013, we hired a Chief Marketing Officer, the first such position in the Company's history. We are planning to introduce new products that leverage our proprietary knowledge and intellectual property. Though there can be no assurance of success, we believe the tools are in place to execute on our marketing plan.

We historically have expended a significant amount of our funds on obtaining and protecting our patents, trade secrets and proprietary products. We rely on the patent and trademark protection laws in the U.S. to protect our intellectual property and maintain our competitive position in the marketplace. For several years, we were involved in complex litigation regarding patents and licenses critical to our products. In 2010, we prevailed on all major legal matters and reached a favorable settlement. If additional litigation becomes necessary to protect our intellectual property rights, such litigation may be costly, divert our management's attention away from our core business and have a negative impact on our operations. Furthermore, there is no guarantee that litigation would result in an outcome favorable to us.

Our manufacturing processes are compliant in the U.S. with current cGMPs and our yeast beta glucan products are all natural. Further, yeast beta glucans are designated as GRAS under current FDA regulations. Future government regulations may prevent or delay the introduction or require the reformulation of our products. Some agencies, such as the FDA, could require us to remove a particular product from the market, delay or prevent the import of raw materials for the manufacture of our products or otherwise disrupt the marketing of our products. Any such government actions could result in additional costs to us, including reduced growth prospects, lost sales from products that we are required to remove from the market and potential product liability litigation.

We have limited operating capital and have funded operations in the past through the sales of our products and loans and advances from Mark McLaughlin, our President, and other directors. While we believe that we will begin to generate increased sales, it is likely that we will require additional operating capital. Until we are in a position to obtain such capital from revenues to meet our normal business obligations, the Company will have to depend on sources other than operating revenues to meet our operating and capital needs. No assurance can be given that such sources will be available and no assurance can be given that Mr. McLaughlin or other directors who have in the past willingly funded operations will commit to do so in the future, or that the Company will be successful in its endeavors to raise additional capital.

Results of Operations

Three Months Ended September 30, 2013, Compared to the Three Months Ended September 30, 2012

The following table sets forth the results of our operations for the periods indicated as a percentage of net sales:

	2013		2012	
	\$	% of Sales	\$	% of Sales
Sales	94,676	-	152,115	
Cost of sales	17,475	18.5 %	53,854	35.4 %
Gross profit	77,201	81.5 %	98,261	64.6 %
Operating expenses	(245,867)	(259.7)%	(261,901)	(172.2)%
Loss from operations	(168,666)	(178.2)%	(163,641)	(107.6)%
Other income	25,000	26.4 %	-	- %
Income tax benefit	4,300	4.5 %	4,300	2.8 %
Net loss	(139,366)	(147.2)%	(159,341)	(104.8)%

Sales for the third quarter of 2013 were \$94,676, a decrease of 38% from \$152,115 for the same period in 2012. Our sales decreased as we exhausted our inventory on hand while focusing on rebranding our existing products and building additional inventory, raw materials and finished products, for sales. We took possession of this additional inventory in the first week of November.

Cost of sales consists primarily of material costs, labor costs and related overhead directly attributable to the production of our products. Total cost of sales decreased 68% to \$17,475 in the third quarter of 2013 compared to \$53,854 for the same period in 2012. The decrease in cost of sales as a percentage of sales in 2012 compared to 2011 resulted primarily from our decrease in sales, and reduction in lab and other manufacturing costs.

Gross profit decreased 21% to \$77,201 in the third quarter of 2013 compared to \$98,261 for the same period in 2012. The increase in gross profit as a percentage of sales from 65% in 2012 to 81% in 2013 was a result of a reduction in lab and other manufacturing costs.

Operating expenses consisted of general and administrative expense, compensation and related expense and professional fees. Operating expenses decreased 6% to \$245,867, in the third quarter of 2013 compared to \$261,901 for the same period in 2012. General and administration expense increased by 45% to \$123,572 due to work performed to set up our new online store, printing new labels in connection with the rebranding of our products and fees related to trade marking our rebranded products. Compensation and related expenses decreased by 2% to \$102,166 in 2013, compared to \$104,668 in 2012, due primarily to a reduction in stock based compensation. Professional fees significantly decreased 72% to \$20,129 in 2013, compared to \$71,827 in 2012, as a result of decreased legal fees.

Other income increased by \$25,000 in 2013 due to the timing of license fee receipts.

Our net loss for the third quarter of 2013 was \$139,366 compared to net loss of \$159,341 for the same period in 2012, a decrease of \$19,975 or 13%. Net loss as a percentage of sales was 147% in the third quarter of 2013 compared to net loss as a percentage of sales of 105% for the same period in 2012.

Nine Months Ended September 30, 2013, Compared to the Nine Months Ended September 30, 2012

	2013		2012	
	\$	% of Sales	\$	% of Sales
Sales	647,837		558,218	
Cost of sales	124,181	19.2 %	190,778	34.2 %
Gross profit	523,656	80.8 %	367,440	65.8 %
Operating expenses	(783,264)	(120.9)%	(782,615)	(140.2)%
Loss from operations	(259,608)	(40.1)%	(415,175)	(74.4)%
Other income	50,000	7.7 %	31,161	6.0 %
Interest (expense)	-	- %	(3,371)	(1.0)%
Income tax benefit	12,900	2.0 %	12,900	2.3 %
Net loss	(196,708)	(30.4)%	(374,485)	(67.1)%

Sales for the nine months ended September 30, 2013 were \$647,837, an increase of 16% from \$558,218 for the same period in 2012. The increase in sales was attributable to increased demand for our topical-use products during the first and second quarter of 2013. Sales to our major customer amounted to \$515,565 in 2013 compared to \$427,073 in 2012.

Cost of sales consists primarily of material costs, labor costs and related overhead directly attributable to the production of our products. Total cost of sales decreased 35% to \$124,181 in the nine months ended September 30, 2013, compared to \$190,778 for the same period in 2012. The decrease in cost of sales as a percentage of sales resulted primarily from a reduction in lab and other manufacturing costs.

Gross profit increased 43% to \$523,656 in the nine months ended September 30, 2013, compared to \$367,440 for the same period in 2012. Our gross profit as a percentage of sales increased from 66% in 2012 to 81% in 2013 due to our large increase in sales in the first half of the year and our reduction in lab and other manufacturing costs.

Operating expenses consisted of general and administrative expense, compensation and related expense and professional fees. Operating expenses increased slightly by 1% in the nine months ended September 30, 2013, to \$783,264 compared to \$782,615 for the same period in 2012. General and administration expense increased by 8% to \$298,953 in the nine months ended September 30, 2013, compared to \$227,630 in the same period in 2012. Compensation and related expenses increased by 15% to \$380,154 due primarily to the retention of a chief marketing officer, the first such position in the Company's history. Professional fees decreased 41% to \$104,157 as a result of decreased legal fees.

Other income amounted to \$50,000 for the nine months ended September 30, 2013 compared to \$31,161 for the same period in 2012. The increase is due primarily to the timing of license fee receipts.

Our net loss for the nine months ended September 30, 2013 was \$196,708 compared to net loss of 374,485 for the same period in 2012, a decrease of \$177,777 or 47%. Net loss as a percentage of sales was 30% for the nine months ended September 30, 2013 compared to net loss as a percentage of sales of 67% for the same period in 2012.

Liquidity and Capital Resources

Our principal demands for liquidity are to increase sales, purchase inventory and for sales distribution and general corporate purposes. We have limited operating capital and intend to meet our liquidity requirements, including purchase of raw materials and the expansion of our business, primarily through cash flow provided by operations. Historically, we also have funded operations through loans and advances from our directors and officers and offerings of equity securities. In 2012 and 2011, we raised \$345,883 and \$193,500, respectively, through sales of our common stock in private placements, as well as the exercising of stock options. During 2013 we raised \$50,000 through the exercise of stock options. We may seek additional financing in the form of loans from banks or our directors and officers, or funds raised through future offerings of our equity or debt, if and when we determine such offerings are required. Any future issuance of equity securities could cause dilution to our shareholders. Any incurrence of indebtedness could increase our debt service obligations and cause us to be subject to restrictive operating and financial covenants.

We had net working capital (deficit) of \$(39,475) at September 30, 2013, resulting in a decrease of \$109,506 from net working capital of \$70,031 at September 30, 2012. The ratio of current assets to current liabilities was .8 to 1 at September 30, 2013.

The following is a summary of cash provided by or used in each of the indicated types of activities during the nine months ended September 30, 2013 and 2012:

	2013	2012
Cash provided by (used in):		
Operating activities	\$ (112,478)	(165,473)
Financing activities	60,200	295,154

Net cash flow used in operating activities was \$112,478 for the nine months ended September 30, 2013, compared to net cash flow used in operating activities of \$165,473 for the same period in 2012. The decrease in net cash outflow in operating activities was attributable primarily to our selling products we held in inventory that were produced in prior quarters.

Net cash flows provided by financing activities was \$60,200 in 2013 and consisted of \$50,000 from the exercise of stock options, and \$10,200 from a director of the Company.

Net cash flows provided by financing activities in 2012 was \$295,154 and consisted of \$313,383 from private placement sales of our common stock and \$32,500 for the exercise of stock options offset by \$50,729 in repayment of notes payable.

Private Placements

In a series of private placement transactions in the six months ended June 30, 2012, we issued 1,843,428 shares of our common stock and 3-year warrants to purchase 914,106 shares of our common stock at \$0.40 per share to accredited investors at \$0.17 per unit for \$313,383.

In a series of private placement transactions in 2011, we issued (i) 621,053 shares of our common stock at \$0.2286 per share for \$142,000 and (ii) 302,941 shares of our common stock and 3-year warrants to purchase 151,500 shares of our common stock at \$0.40 per share to accredited investors at \$0.17 per unit for \$51,500.

Indebtedness

From time to time, our directors, officers and other related individuals have made short-term advances to us for our operating needs. During the year ended December 31, 2012, notes payable due to officer and other related individuals totaling \$50,729 were repaid and the balance of notes payable and amounts due to officer, aggregating \$311,443, were converted to common stock. Interest expense on notes payable amounted to \$3,371 for the year ended December 31, 2012.

We are subject to a royalty agreement pursuant to which we are required to pay a monthly royalty of 8% on all sales of certain skin care products up to \$227,175. At September 30, 2013, we included \$114,000 in accounts payable and accrued expenses relating to this royalty agreement, with the remaining commitment under the royalty agreement at approximately \$75,000. In connection with this agreement, \$38,000 in royalties has been paid as of September 30, 2013. Our President, Mr. McLaughlin, has a 60% interest in the royalties paid under the agreement and has voluntarily deferred payments due without interest until we have the financial wherewithal to pay such royalties.

Going Concern

Based on the Company's cash balance at September 30, 2013 and projected cash needs for the remainder of 2013 and into 2014, management estimates that it will need to raise additional capital to cover operating and capital requirements. Management plans on raising the additional needed funds through increased sales volume, issuing additional shares of common stock or other equity securities, or obtaining debt financing. Although management has been successful to date in raising necessary funding, there can be no assurance that required future financing can be successfully completed on a timely basis, or on terms acceptable to the Company.

The Company's continued operations are dependent upon obtaining an increase in its sales volume and the continued financial support from officers and directors or the issuance of additional shares of common stock.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our Principal Executive Officer ("PEO"), who is also our Principal Financial Officer ("PFO"), of the design and effectiveness of our "disclosure controls and procedures" (as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on this evaluation, our PEO/PFO concluded that as of the end of the period covered by this report, these disclosure controls and procedures were not effective. The conclusion that our disclosure controls and procedures were not effective was due to the presence of the following material weaknesses in disclosure controls and procedures which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment as the Company had only one officer; (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC Guidelines; and (iii) inadequate security and restricted access to computer systems including insufficient disaster recovery plans; and (iv) no written whistleblower policy. Our PEO/PFO plans to implement appropriate disclosure controls and procedures to remediate these material weaknesses, including (i) appointing additional qualified personnel to address inadequate segregation of duties and ineffective risk management; (ii) adopt sufficient written policies and procedures for accounting and financial reporting and a whistle blower policy once funds are available; and (iii) implement sufficient security and restricted access measures regarding our computer systems and implement a disaster recovery plan.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the quarter ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We may become involved in various lawsuits and legal proceedings arising in the ordinary course of business. Litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may have an adverse effect on our business, financial conditions or operating results. We are currently not aware of any such legal proceedings or claims that will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results.

Item 1A. Risk Factors

You should consider carefully the factors discussed in the "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

See the Exhibit Index following the signature page to this Quarterly Report on Form 10-Q for a list of exhibits filed or furnished with this report, which Exhibit Index is incorporated herein by reference.

SIGNATURES

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

IMMUDYNE INC.

(Registrant)

Date: November 14, 2013

By:

/s/ Mark McLaughlin

Mark McLaughlin

Chief Executive Officer

(Principal Executive Officer)

EXHIBIT INDEX

Exhibit No.	Document Description
31.1 †	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 ‡	Certifications of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS†	XBRL Instance Document
101.SCH†	XBRL Schema Document
101.CAL†	XBRL Calculation Linkbase Document
101.DEF†	XBRL Definition Linkbase Document
101.LAB†	XBRL Label Linkbase Document
101.PRE†	XBRL Presentation Linkbase Document

† Filed herewith

‡ Furnished herewith

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302(a)
OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark McLaughlin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2013, of Immudyne, Inc.;
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.

Date: November 14, 2013

By: /s/ Mark McLaughlin
Mark McLaughlin
(Principal Executive Officer and Principal Financial Officer)

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

I, Mark McLaughlin, hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of Immudyne, Inc. for the quarterly period ended September 30, 2013, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of SmartHeat Inc.

Date: November 14, 2013

By: /s/ Mark McLaughlin
Mark McLaughlin
(Principal Executive Officer and Principal Financial Officer)
