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 ACT OF 1934**

For the quarterly period ended June 30, 2015

OR

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

For the transition period from ___________to ____________

Commission File Number 000-55345

ZERO GRAVITY SOLUTIONS, INC.
(Exact name of business as specified in its charter)

NEVADA	**46-1779352**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

190 NW SPANISH RIVER BOULEVARD, BOCA RATON, FLORIDA 33431
(Address, including zip code, of principal executive offices)

(561) 416-0400
(Issuer's telephone number)

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 ☐

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated Filer ☐
Non-accelerated filer ☐	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 ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of August 14, 2015, the issuer had 33,825,597 shares of common stock issued and outstanding.

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NOTE ABOUT FORWARD-LOOKING STATEMENTS

Statements in this report may be "forward-looking statements." Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements relating to our future activities or other future events or conditions. These statements include, among other things, statements regarding:

- the growth of our business and revenues and our expectations about the factors that influence our success;
- our plans to continue to invest in systems, facilities, and infrastructure, increase our hiring and grow our business;
- our plans for our BAM-FX and the strategy and timing of sales plans and regulatory approvals;
- our belief about our sales growth and growth of our business and research capabilities;
- our belief regarding when we will be revenue generating and when and if we will be able to have sufficient revenues to fund
- our ability to attain funding and the sufficiency of our sources of funding;
- our expectation that our cost of revenues, development expenses, sales and marketing expenses, and general and administrative expenses will increase;
- fluctuations in our capital expenditures;
- our plans for potential business partners and other business relationships;

as well as other statements regarding our future operations, financial condition and prospects, and business strategies. These statements are based on current expectations, estimates and projections about our business based, in part, on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those described above and those risks discussed from time to time in this report, including the risks described under "Risk Factors" in our Registration Statement filed and any risks described in any other filings we make with the SEC. Any forward-looking statements speak only as of the date on which they are made, and we do not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report.

Management's discussion and analysis of financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, we evaluate these estimates, including those related to useful lives of real estate assets, cost reimbursement income, bad debts, impairment, net lease intangibles, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. There can be no assurance that actual results will not differ from those estimates.

Unless we have indicated otherwise or the context otherwise requires, references in the prospectus to "Zero Gravity," "ZGSI," the "Company," "we," "us" and "our" or similar terms are to Zero Gravity Solutions, Inc.

PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARY
Consolidated Balance Sheets

	June 30, 2015 (Unaudited)	December 31, 2014
ASSETS		
CURRENT ASSETS		
Cash	$ 20,440	$ 253,677
Prepaid Expenses	445,727	213,781
Accounts Receivable	350	1,325
Inventory	25,393	18,592
Total Current Assets	491,910	487,375
Property and Equipment - net	56,374	44,142
OTHER ASSETS		
Deposit	6,756	6,356
Advance on Future Royalties - Related Parties	102,370	50,356
TOTAL ASSETS	$ 657,410	$ 588,229
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable and Accrued Liabilities	$ 366,888	$ 155,960
Notes Payable Related Party	-	11,000
Notes Payable	34,873	104,647
Total Current Liabilities	401,761	271,607
STOCKHOLDERS' EQUITY		
Common stock; 100,000,000 shares authorized, at $0.001 par value, 33,715,097 and 30,844,597 shares issued and outstanding, respectively	33,715	30,845
Common stock to be issued	-	25,000
Additional paid-in capital	7,129,108	4,748,285
Accumulated other comprehensive loss	(9,786)	(1,847)
Accumulated deficit	(6,897,388)	(4,485,661)
Total Stockholders' Equity	255,649	316,622
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 657,410	$ 588,229

See accompanying notes to consolidated financial statements

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARY
Consolidated Statements of Operations and Other Comprehensive Loss (Unaudited)

	Three Months Ended June 30, 2015	Three Months Ended June 30, 2014	YTD Ended June 30, 2015	YTD Ended June 30, 2014
REVENUE				
Sale of Goods	$ 82,965	$ -	$ 82,965	$ -
Total Revenue	82,965	-	82,965	-
COST OF REVENUE				
Cost of Goods Sold	7,583	-	7,583	-
Royalty Expense	4,265	-	4,265	-
Total Cost of Revenue	11,848	-	11,848	-
GROSS PROFIT	71,118	-	71,118	-
OPERATING EXPENSES				
General and Administrative	1,375,222	511,865	2,467,364	1,037,431
Research and Development	4,816	51,497	12,916	77,271
Total Operating Expenses	1,380,037	563,362	2,480,280	1,114,702
LOSS FROM OPERATIONS	(1,308,920)	(563,362)	(2,409,162)	(1,114,702)
OTHER EXPENSES				
Interest Expense	(1,282)	(401)	(2,565)	(973)
Total Other Income (Expenses)	(1,282)	(401)	$ (2,565)	$ (973)
NET LOSS	$ (1,310,202)	$ (563,763)	$ (2,411,727)	$ (1,115,675)
NET LOSS PER SHARE - BASIC AND DILUTED	$ (0.04)	$ (0.02)	(0.07)	(0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING - BASIC AND DILUTED	33,529,281	26,804,615	33,037,091	26,488,232
OTHER COMPREHENSIVE LOSS				
Net Loss	(1,310,202)	(563,763)	(2,411,727)	(1,115,675)
Foreign currency translation loss	(379)	(3,259)	(7,939)	(3,730)
COMPREHENSIVE LOSS	$ (1,310,581)	$ (567,022)	$ (2,419,666)	$ (1,119,405)

See accompanying notes to consolidated financial statements

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARY
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended June 30, 2015	Six Months Ended June 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (2,411,727)	$ (1,115,675)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation expense	3,349	413
Common stock issued for services	452,000	25,000
Warrants issued for services	723,695	273,801
Imputed interest - related party	-	33
Changes in operating assets and liabilities:		
Receivables	975	-
Prepaids	(231,946)	(8,596)
Advance on future royalties - related parties	(52,013)	(16,000)
Inventory	(6,802)	(15,863)
Deposit	(400)	(2,226)
Accounts payable and accrued liabilities	210,928	(5,883)
Accrued interest	-	(1,143)
Net Cash Used in Operating Activities	(1,311,941)	(866,139)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid to purchase equipment	(15,582)	(3,017)
Net Cash Used in Investing Activities	(15,582)	(3,017)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments of notes payable	(69,775)	-
Repayment on notes payable - related party	(11,000)	(26,000)
Proceeds from sale of common stock	1,278,500	678,000
Payment of offering costs	(95,500)	(54,900)
Net Cash Provided by Financing Activities	1,102,225	597,100
EFFECT OF EXCHANGE RATES ON CASH	(7,939)	(3,730)
NET (DECREASE) INCREASE IN CASH	(233,236)	(275,786)
CASH AT BEGINNING OF PERIOD	253,677	292,935
CASH AT END OF PERIOD	$ 20,440	$ 17,149
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
CASH PAID FOR:		
Interest	$ -	$ -
Income Taxes	$ -	$ -
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Warrants issued as direct offering costs	$ 185,103	$ 53,225
Forgiveness of debt and accrued interest by a related party	$ -	$ -
Subscription receivable	$ -	$ -

See accompanying notes to consolidated financial statements

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

NOTE 1 – ORGANIZATION, HISTORY AND NATURE OF OPERATIONS

The Company was organized on August 19, 1983 in the State of Delaware, under the name Monolith Ventures, Inc. to acquire and develop mineral properties.

On January 12, 2012, the Company amended its Articles of Incorporation to change its name to ElectroHealing Technologies, Inc. under the laws of the State of Nevada, in anticipation of a merger which did not occur.

On January 11, 2013, the Company amended its Articles of Incorporation to change its name to Zero Gravity Solutions, Inc. (“the Company”) (“ZGSI”), pursuant to the acquisition of intellectual property on December 3, 2012.

On October 29, 2013, the Company formed its wholly-owned subsidiary in the State of Delaware, Zero Gravity Solutions, Inc., which had no operations through December 31, 2013.

On December 16, 2013, the Company acquired 100% of Zero Gravity Solutions, Ltd. (“ZGSL”). This was a dormant U.K. company, which had no operations prior to acquisition and through December 31, 2013.

On June 13, 2014, the Company formed its wholly-owned subsidiary in the State of Florida, Bam Agricultural Solutions, Inc.

On August 19, 2014, the Company formed its wholly-owned subsidiary in the U.K., Bam Agricultural Solutions, Ltd.

On December 17, 2014, the Company formed its wholly-owned subsidiary in the State of Florida, Zero Gravity Life Sciences, Inc.

The Company owns proprietary technology for its first commercial product, BAM-FX™ that can boost the nutritional value and enhance the immune system of food crops without the use of Genetic Modification.

The Company’s mission is to improve life on earth by applying intellectual property and technology designed for and derived from six NASA enabled flights over the last five years through utilization of the unique long-term microgravity environment platform of the International Space Station (ISS). The Company’s initial projects are directed to providing solutions to critical world food crop challenges.

Further, the Company is focused on industrializing and commercializing scientific breakthroughs in the area of patentable stem cell technologies through developing advances in plant, animal and human biology based on intellectual property designed for and derived from multiple experiments on the ISS.

Basis of Presentation

Certain information or footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted, pursuant to the rules and regulations of the Securities and Exchange Commission for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation. The interim results for the period ended June 30, 2015, are not necessarily indicative of results for the full fiscal year. These unaudited financial statements should be read in conjunction with the audited financial statements and the notes thereto for the year ended December 31, 2014.

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. The Company had no cash equivalents at June 30, 2015 and December 31, 2014.

Use of Estimates

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenues and expenses in the statement of operations. Actual results could differ from those estimates.

Principles of Consolidation

The accompanying unaudited interim condensed consolidated financial statements include the accounts of Zero Gravity Solutions, Inc. and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Inventory

Inventory is valued on a lower of first-in, first out (FIFO) cost or market basis. At June 30, 2015 raw materials on hand was $9,946 and finished product inventory was valued at $15,447

Property and Equipment

Property and equipment is stated at cost, less accumulated depreciation. Expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation is computed on a straight-line basis over estimated useful lives. Property and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. There were no impairment charges taken during the period ended June 30, 2015.

Fair Value of Financial Instruments and Derivative Financial Instruments

The Company applies the accounting guidance under Financial Accounting Standards Board ("FASB") ASC 820-10, *"Fair Value Measurements"*, as well as certain related FASB staff positions. This guidance defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact business and considers assumptions that marketplace participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions, and risk of non-performance.

The guidance also establishes a fair value hierarchy for measurements of fair value as follows:

- Level 1 – quoted market prices in active markets for identical assets or liabilities.
- Level 2 - inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 – unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amounts of the Company's short-term financial instruments, accounts payable and accrued liabilities and notes payable – related party, approximate fair value due to the relatively short period to maturity for these instruments.

Stock based compensation

We account for stock options in accordance with Accounting Standards Codification ("ASC") 718: Compensation - Stock Compensation ("ASC 718"). ASC 718 requires generally that all equity awards be accounted for at their "fair value." This fair value is measured on the grant date for stock-settled awards, and at subsequent exercise or settlement for cash-settled awards. Fair value is equal to the underlying value of the stock for "full-value" awards such as restricted stock and performance shares, and estimated using an option-pricing model with traditional inputs for "appreciation" awards such as stock options and stock appreciation rights.

Costs equal to these fair values are recognized ratably over the requisite service period based on the number of awards that are expected to vest, or in the period of grant for awards that vest immediately and have no future service condition. For awards that vest over time, cumulative adjustments in later periods are recorded to the extent actual forfeitures differ from our initial estimates: previously recognized compensation cost is reversed if the service or performance conditions are not satisfied and the award is forfeited. The expense resulting from share-based payments is recorded in general and administrative expense.

Basic (Loss) per Common Share

Basic (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity.

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

The Company had the following potential common stock equivalents at June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31. 2014
Stock Warrants (Exercise price - $.50/share) (see Note 5)	2,796,900	1,926,900
Stock Warrants (Exercise price - $3.00/share) (see Note 5)	188,750	0
Total common stock equivalents	2,985,650	1,926,900

Research and Development

The Company expenses all research and development costs as incurred for which there is no alternative future use.

Foreign Currency Transactions

The consolidated financial statements are presented in United States Dollars. The Company has a bank account in foreign currency. The balance of this bank account was translated from its local currency (British Pounds) into the reporting currency, U.S. dollars, using period end exchange rates. The resulting translation adjustments were recorded as a separate component of accumulated other comprehensive loss. Revenues and expenses were translated using weighted average exchange rate for the period.

Transaction gains and losses resulting from foreign currency transactions were recorded as foreign exchange gains or losses in the consolidated statement of operations. The Company did not enter into any financial instruments to offset the impact of foreign currency fluctuations.

Income Taxes

The Company accounts for income taxes in accordance with accounting guidance now codified as FASB ASC Topic 740, "*Income Taxes*," which requires that the Company recognize deferred tax liabilities and assets based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities, using enacted tax rates in effect in the years the differences are expected to reverse. Deferred income tax benefit (expense) results from the change in net deferred tax assets or deferred tax liabilities. A valuation allowance is recorded when it is more likely than not that some or all deferred tax assets will not be realized.

Accounting guidance now codified as FASB ASC Topic 740-20, *"Income Taxes – Intraperiod Tax Allocation,"* clarifies the accounting for uncertainties in income taxes recognized in accordance with FASB ASC Topic 740-20 by prescribing guidance for the recognition, de-recognition and measurement in financial statements of income tax positions taken in previously filed tax returns or tax positions expected to be taken in tax returns, including a decision whether to file or not to file in a particular jurisdiction. FASB ASC Topic 740-20 requires that any liability created for unrecognized tax benefits is disclosed. The application of FASB ASC Topic 740-20 may also affect the tax bases of assets and liabilities and therefore may change or create deferred tax liabilities or assets. The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense.

At June 30, 2015 and December 31, 2014, the Company did not record any liabilities for uncertain tax positions.

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

NOTE 3 – GOING CONCERN

As reflected in the accompanying financial statements, the Company has an accumulated deficit of $6,897,388 and net cash used in operations of $1,311,941 for the period ended June 30, 2015.

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established any source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plans to obtain such resources for the Company include obtaining capital from certain related parties, management and significant shareholders and through private placement of securities sufficient to meet its minimal operating expenses. However, management cannot provide any assurances that the Company will be successful in accomplishing any of its plans.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – RELATED PARTY TRANSACTIONS AND COMMITMENT

(A) *Notes Payable*

	Interest Rate	Maturity Date	June 30, 2015	December 31, 2014
(1) Note Payable - related party	10%	Due on Demand	—	11,000
Total			$ —	$ 11,000

(1) During the year ended December 31, 2013, a board of director advanced $15,000 to the Company. The advance bears interest at 10%, was unsecured and due on demand. The outstanding note balance at June 30, 2015 was fully paid.

(B) Commitments

During the year ended December 31, 2013, the Company entered into a royalty agreement having a term of 75 years, with a principal stockholder and a relative of the principal stockholder, whereas the Company is required to pay royalty fees based on a percentage of gross sales. As of June 30, 2015, the Company advanced a total of $102,370 to offset future royalties to be earned. Sales requiring royalties of $82,965 have occurred as of June 30, 2015.

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

NOTE 5 – EQUITY

(A) Common Stock Issued for Cash

Period Ended June 30, 2015

The Company issued 2,507,000 shares of common stock for $1,253,500 ($0.50/share) and 12,500 shares of common stock for $25,000 ($2.00/share).

(B) Direct Offering Costs

Period Ended June 30, 2015

During the six months ended June 30, 2015, the Company issued 2,507,000 shares of common stock for $1,253,500 ($0.50/share) and issued 12,500 shares of common stock for $25,000 ($2.00/share) The Company paid direct offering costs of $95,500 (5% or 10% of gross proceeds). As a result of the offering, the Company also issued 189,000 fully vested, non-forfeitable warrants with an exercise price of $0.50 per common share as a direct offering cost, which had no effect on the statement of stockholders' equity and had a fair value of $88,390 (see Note 5(G) for additional details) based upon the following management assumptions:

Exercise price	$	0.50
Expected dividends		0%
Expected volatility		157.54%
Risk free interest rate		1.18% - 1.50%
Expected life of warrants		5 years

As a result of the offering, the Company also issued 1,250 fully vested, non-forfeitable warrants at an exercise price of $3.00 per common share as a direct offering cost, which had no effect on the statement of stockholders' equity and had a fair value of $2,384 (see Note 5(G) for additional details) based upon the following management assumptions:

Exercise price	$	3.00
Expected dividends		0%
Expected volatility		184.20%
Risk free interest rate		1.69%
Expected life of warrants		5 years

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

(F) Warrants issued for Services

Period Ended June 30, 2015

During the period ended June 30, 2015, the Company issued 681,000 fully vested, non-forfeitable warrants at an exercise price of $0.50 per common share to employees and consultants for services having a fair value of $389,907 based upon the following management assumptions:

Exercise price	$ 0.50
Expected dividends	0%
Expected volatility	157.54-184.20%
Risk free interest rate	1.29% - 1.69%
Expected life of warrants	5 years

During the period ended June 30, 2015, the Company issued 175,000 fully vested, non-forfeitable warrants at an exercise price of $3.00 per common share to employees and consultants for services having a fair value of $333,790 based upon the following management assumptions:

Exercise price	$ 3.00
Expected dividends	0%
Expected volatility	184.20%
Risk free interest rate	1.57% - 1.69%
Expected life of warrants	5 years

(G) Warrants

The following is a summary of the Company's warrant activity:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)
Outstanding - December 31, 2014	1,926,900	0.50	3.7
Granted	870,000	0.50	4.6
Granted	188,750	3.00	4.9
Exercised			
Cancelled/Forfeited			
Outstanding - June 30, 2015	2,985,650	0.60	4.0
Exercisable - June 30, 2015	2,985,650	0.60	4.0

ZERO GRAVITY SOLUTIONS, INC. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
JUNE 30, 2015
(Unaudited)

As of June 30, 2015:

Exercise Price	Warrants Outstanding	Warrants Exercisable	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
$ 0.50	2,796,900	2,796,900	3.9 years	
$ 3.00	188,750	188,750	4.9 years	
	2,985,650	2,985,650	4.0 years	

(H) Common Stock Issued for Services

During the period ended June 30, 2015, the Company issued 150,000 shares of common stock having a fair value of $75,000 ($0.50/share) and 201,000 shares of stock having a fair value of $402,000 ($2.00/share) based upon the most recent cash offering price to employees and consultants for services, of which $350,181 is recorded as prepaid expense.

NOTE 6 – SUBSEQUENT EVENTS

The Company has evaluated for subsequent events between the balance sheet date of June 30, 2015 and August 13, 2015, the date the financial statements were available to be issued.

Warrants Associated with Offering Costs

As a result of 110,000 shares issued under our new private placement, the Company also issued 18,450 fully vested non-forfeitable warrants as direct offering costs, and 110,000 fully vested non-forfeitable warrants associated with the number of shares. These warrants had no net effect on the statement of stockholders' equity and had a fair value of $245,007 based upon the following management assumptions:

Exercise price	$ 3.00
Expected dividends	0%
Expected volatility	184.20%
Risk free interest rate	1.52-1.68%
Expected life of warrants	5 years

Related Party Transactions

On July 17, 2015, the Company executed a $500,000 Promissory Note with a member of the Board or Directors. The Note is unsecured and bears interest of 8.5% per annum with interest payable quarterly. The Note shall be repaid in full by July 16, 2016. The Company may prepay all outstanding principal and interest before July 16, 2016 without penalty. As additional consideration, the Company issued five year cashless warrants to purchase up to 350,000 shares of the Company's common stock at an exercise price of $3.00 per share.

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

You should read the following discussion and analysis in conjunction with our financial statements and related notes contained in Part I, Item 1 of this Quarterly Report. Please also refer to the Note About Forward Looking Statements for information on such statements contained in this Quarterly Report immediately preceding Item 1.

Overview

Zero Gravity Solutions, Inc., a Nevada corporation, is a biotechnology company focused on commercializing technology derived from and designed for spaceflight with significant applications on Earth. These technologies are focused on improving world agriculture by providing valuable solutions to challenges facing humanity, including threats to world agriculture and the ability to feed the world's rapidly growing population. The Company's business model is currently focused on its two primary business segments: 1) BAM-FX, which is a cost effective, ionic nutrient delivery system for plants that can deliver minerals and micronutrients systemically at the cellular level of a plant; and 2) Directed Selection, which relates to the production and alteration of new varieties of novel stem cells with unique and beneficial characteristics in the prolonged zero/micro gravity environment of the International Space Station. These novel stem cells, if developed, could be patented for commercial sale to third parties in the agricultural and human regenerative medical markets. ZGSI is headquartered in Boca Raton, Florida.

Our business activities are separated between two primary wholly owned subsidiaries. Bam Agricultural Solutions, Inc., ("BAM"), oversees product introduction and business development through in-field trials with crop growers, produces and sells our BAM-FX product. Zero Gravity Life Sciences Inc. ("ZGLS") is responsible for any space research projects, life science applications of our technology and conducting research on future BAM product lines. We believe that the separation of these functions and the corresponding allocation of management by expertise will enable us to improve our performance and provide focus on our different business activities. A separate wholly owned subsidiary, Zero Gravity Solutions, LTD (ZGSLtd) is domiciled in England and is in charge of European market and business development. ZGSLtd is currently inactive.

The Company is currently focused on its near-term revenue generation plan through the introduction of the Company's first commercial product, BAM-FX, to the world's agricultural markets. The Company conducted field trials on a variety of crops in laboratory and academic settings as well as in-field applications on grower/end-user crops during 2014. These trials showed exceedingly positive results including a significant increase in yield, quality and nutritional value in a variety of crops. Given the success of trials conducted in 2014, the Company expanded field applications with those trial participants during 2015. During the first six months of 2015, the Company initiated in excess of 60 (sixty) trials on a variety of field crops, vegetables and fruits. Second season trials are underway with first year participants and additional trials commenced with initial participants. The number of trials on grower/end-user crops continues to expand in Midwest United States, California, Florida, Mexico and Guatemala. To support its commercial and field trial efforts, the Company has hired or contracted with certified crop advisors and qualified personnel for sales and marketing support, in field test research and toxicology services.

The Company opened a manufacturing facility during the third quarter of 2014 to supply product for trial and expected future product demand and began the commercial roll out of BAM-FX into the world's agricultural markets. Manufacturing is conducted on an as needed batch process. The Company conducted a complete regulatory review of the manufacturing operations during the first quarter of 2015 and in the first six months of 2015 has made certain policy and procedural changes to insure compliance with good manufacturing processes and regulatory requirements. The Company continuously monitors regulatory requirements and conforms to changes in those regulatory requirements, as necessary. In addition, the Company is undertaking process changes at the manufacturing facility to insure each batch of BAM-FX is consistently of the highest quality.

During the second quarter of 2015, our chief scientist began developing new formulations of BAM-FX to address nutritional needs of plants that are additive to our product's current zinc and copper formulation. The new formulation addresses known plant deficiencies of boron, manganese, magnesium and iron and is a combination of these elements. The new formulation has been tested by an independent laboratory, proving the existence of and ability to combine those elements in one solution. We expect limited trials of new formulations to commence during the second half of 2015.

During the first quarter of 2015, the Company conducted a review of its operating expenses and use of resources and determined that certain administrative and support costs were outside the scope of the 2015 business plan. Accordingly, the Company made reductions in personnel and curtailed operations of ZGSLtd during April 2015. The Company expects to redirect those financial resources to BAM-FX trials and commercialization in North and South American markets for the remainder of 2015. The Company also expects to address European markets for BAM-FX at the time adequate resources are available and all local regulatory and import requirements are satisfied.

Although we have started and realized minimal product sales we anticipate that in the near term, ongoing expenses, including the costs associated with future preparation and filing of “Securities and Exchange Commissions” SEC reports and the expansion of our in field sales, marketing and technical personnel, will be funded primarily by proceeds from sales of our securities. On February 27, 2015, we closed a private offering that commenced in March 2013 which raised a total of $4,448,297. We have since commenced an additional offering which, as of June 30, 2015, we have closed $25,000. .

On July 16, 2015, the Company executed a $500,000 Promissory Note with a Member of the Board of Directors, Michael T. Smith. The Promissory Note carries interest of 8.5% per annum, interest payable quarterly, payable one year from the execution date. The Company may prepay the obligation without prepayment penalty.

We have generated only minimal revenues from our operations thus far and expect that product sales will increase during the third and fourth quarters of 2015. The sale cycle for BAM-FX in agricultural markets is generally two years or two crop growing seasons with beneficial results. A customer generally will not purchase our product without testing the product over two consecutive growing seasons to assess the product’s consistent performance and quantifying the benefits on crop yields. During 2014, we commenced numerous grower trials on numerous crops and are now in the second year of testing the benefits of applying BAM-FX on those same crops. In 2015, we also initiated a number of trials with new growers, their first season of testing.

Initial results of the second season trials have been favorable. We believe the favorable tests will result in revenue from sales in the late third and the fourth quarter 2015 as growers see crop improvement from applying BAM-FX and begin to purchase inventory for the next growing season. We cannot, however, guarantee we will be successful in generating significant revenue in 2015 or in the execution of our business strategy. Our business is subject to risks inherent in the establishment of a new business enterprise, including the financial risks associated with the limited capital resources currently available to us for the implementation of our business strategies. To become profitable and competitive, we must execute on our 2015 business plan and realize revenues expected.

Results of Operations

For the three-months ended	**30-June-15**	**30-June-14**	**$ Change**	**% Change**
Revenue	$ 82,965	$ -	$ 82,965	%
Cost of Revenue	11,848	-	11,848	%
Gross Profit	71,117	-	71,117	%
Operating Expenses	1,380,037	563,362	816,675	144.9%
Loss from Operations	(1,308,920)	(563,362)	745,558	132.3%
Other Income / (Expense)	(1,282)	(401)	(881)	219.8%
Net Loss	$ (1,310,202)	$ (563,763)	$ (746,439)	132.4%
Net loss per share - basic and diluted	$ (0.04)	$ (0.02)	$ (0.02)	100.0%

For the six-months ended	**30-June-15**	**30-June-14**	**$ Change**	**% Change**
Revenue	$ 82,965	$ -	$ 82,965	
Cost of Revenue	11,848	-	11,848	
Gross Profit	71,118	-	71,118	
Operating Expenses	2,480,280	1,114,702	1,365,578	122.5%
Loss from Operations	(2,409,162)	(1,114,702)	(1,249,458)	116.1%
Other Income / (Expense)	(2,565)	(973)	(1,592)	163.6%
Net Loss	$ (2,411,727)	$ (1,115,675)	$ (1,296,052)	116.2%
Net loss per share - basic and diluted	$ (0.07)	$ (0.04)	$ (0.03)	75.0%

Revenue for the three months ended June 30, 2015 was $82,965 with no revenue recognized during the same period in 2014. Revenue for the six months ended June 30, 2015 was $82,965 with no revenue recognized during the same period in 2014. Revenue is typically generated from sales to growers who have completed trials in two crop-growing seasons with positive crop attributes from applying BAM-FX to their crops. During the three and six months ended June 30, 2014, the Company initiated trials of BAM-FX with a number of growers. Although those trials showed significant crop benefits, the Company did not obtain orders for BAM-FX until growers conducted second season trials showing similar or improved crop results.

Cost of revenue for the three and six month period ended June 30, 2015 was $11,848 with no cost of revenue reported during the same periods in the prior year.

Operating expense increased by $816,675 to $1,380,037 for the second quarter of 2015 compared to $563,362 for the second quarter of 2014, or 144.9%, primarily due to an increase in personnel, consultant and professional expenses related to public company filing requirements and an increase in sales, marketing and technical consultants to handle commercial product introduction through second year and additional initial field trials of BAM-FX with growers. Noncash equity compensation paid to consultants, board members and employees included in general and administrative expense was $833,985 for the three months ended June 30, 2015, an increase of $701,714 or 530.5% compared to $132,271 for the three months ended June 30, 2014.

Operating expense increased by $ 1,365,578 to $2,480,280 for the six months ended June 30, 2015 compared to $1,114,702 for the six months ended June 30, 2014, or 122.5%, primarily due to an increase in personnel, consultant and professional expenses related to public company filing requirements and an increase in sales, marketing and technical consultant expense for commercial product introduction, ongoing product trials and collection of and analysis of trial results. Noncash equity compensation paid to consultants, board members and employees included in general and administrative expense was $1,175,695 for the six months ended June 30, 2015, an increase of $876,894 or 295.5% compared to $298,801 for the six months ended June 30, 2014.

Research and development expense included in operating expense decreased $46,681 to $4,816 during the second quarter of 2015 from $51,497 during the second quarter of 2014 and decreased $64,355 to $12,916 from $77,271 during the six months ended June 30, 2015 and 2014 respectively. The decrease during both periods is primarily due to a decrease in the expense of academic studies performed on BAM-FX.

Net loss for the three months ended June 30, 2015 of $1,310,202 represents an increase of $746,439 from a net loss of $563,763 for the three months ended June 30, 2014. The increase in net loss is primarily due to the increase in general and administrative expense for the three months ended June 30, 2015 of $816,675 offset by an increase in gross profit realized during the period of $71,117 compared to $0 for the three months ended June 30, 2014. Net loss for the six months ended June 30, 2015 increased by $1,296,052 to $ 2,411,727 from net loss of $ 1,115,675 for the six months ended June 30, 2014. The increase in net loss is primarily due to the increase in general and administrative expense for the six months ended June 30, 2015 of $1,365,578 offset by an increase in gross profit realized during the period of $71,117 compared to $0 for the six months ended June 30, 2014.

Use of Cash

Net Cash Used in Operating Activities

Net cash used in operating activities for the six months ended June 30, 2015 increased by $445,802 to $1,311,941 from $866,139 for the six months ended June 30, 2014. The increase in net cash used in operating activities is primarily due to an increase in net loss of $1,296,052 offset by increases in non cash expense from common stock and warrants issued for services of $427,000 and $449,894, respectively, and changes in operating assets and liabilities including an increase in accounts payable and accrued liabilities of $216,811 and a decrease in prepaid expense of $223,350.

Net Cash Used in Investing Activities

Net cash used in investing activities for the period ended June 30, 2015 increased slightly over June 30, 2014, consisting of cash paid to purchase equipment of $15,582 and $3,017, respectively.

Net Cash Provided by Financing Activities

Net cash provided by financing activities increased by $505,125 to $1,102,225 for the six months ended June 30, 2015 from $597,100 for the six months ended June 30, 2014. The increase in net cash provided by financing activities is due primarily to an increase in the proceeds from the sale of common stock of $600,500, offset by an increase in offering costs from the sale of common stock of $40,600 and an increase of $69,774 on payments of notes payable.

Liquidity and Capital Resources

We expect to incur significant expenses and operating losses for the foreseeable future. Specifically, we estimate that the costs associated with the execution of our 2015 business plan may exceed $250,000 per month primarily due to an increase in connection with our ongoing field trial activities and the costs of developing markets for the sale of our product, BAM-FX.

We filed a registration statement on Form 10 with the SEC that became effective in February 2015 and requires us to operate as a fully reporting public company. We expect to incur additional costs associated with operating as a fully reporting public company, which we expect will total approximately $165,000 during the initial twelve month period. Accordingly, we have acknowledged the need to obtain additional funding to operate the Company and have continued to raise funds through a private offering.

On July 16, 2015, the Company executed a $500,000 Promissory Note with a Member of the Board of Directors, Michael T. Smith. The Promissory Note bears interest of 8.5% per annum, interest payable quarterly, payable one year from the execution date. The Company may prepay the obligation without prepayment penalty.

Adequate additional financing may not be realized from our private offering or otherwise be available to us on acceptable terms, or at all. If we are unable to raise capital when needed or on attractive terms, we would be forced to delay, reduce or eliminate our research and development programs or any future commercialization efforts. We will need to generate significant revenues to achieve profitability and we may never do so.

Fundraising

On February 27, 2015, we closed a private offering that commenced in March 2013 and raised a total of $4,448,297. We have since commenced an additional offering which, as of June 30, 2015, we have closed $25,000. For the second quarter of 2015, the Company received]$25,000 in gross proceeds from the sale of units of its common stock and warrants to purchase its common stock and paid $2,500 of associated offering costs. For the first six months of 2015, the Company received $1,278,500 in gross proceeds from the sale of units of its common stock and warrants to purchase its common stock and paid $95,500 of associated offering costs.

Cash on Hand

As of June 30, 2015, the Company had a cash balance of $20,440 as compared to December 31, 2014, when the Company had a cash balance of $253,677.

Total assets were $657,410 and $588,229 at June 30, 2015 and December 31, 2014, respectively. Working capital, defined as total current assets less total current liabilities, was $90,149 and $215,768 at June 30, 2015 and December 31, 2014, respectively. The decrease in working capital during the period was primarily due to proceeds from the sale of common stock, net of offering expenses and payments of notes payable, of $1,102,225 offset by net cash used in operating activities of $1,311,941 and purchases of equipment of $15,582. Total stockholders' equity decreased by $60,973 to $255,649 at June 30, 2015 from $316,622 at December 31, 2104.

Outlook

Required Capital Over the Next Fiscal Year

We do not believe that we can accurately predict revenues and cash flow at this time due to the fact that our product, BAM-FX, is new in the agricultural markets. We will need additional funding to cover 2015 expenses. Without consideration of any revenue or additional fundraising, at the Company's current rate of expenditure, we estimate that our current capital will be sufficient to cover our operating costs through the end of September 2015.

The sales cycle for our product BAM-FX in agriculture markets is generally two growing seasons. We are in the second season of introducing BAM-FX as a commercial product and believe that positive trial results on growers' crops will result in product sales to those growers during the third and fourth quarters of 2015. We expect that the cost of developing markets for the sale of our product, BAM-FX and ongoing BAM-FX field trials with growers will increase slightly over our current year to date costs during the third and fourth quarter of 2015. We anticipate the need to raise an additional $1,000,000 to $2,000,000 to fund our operations through the end of 2015. Our long-term fundraising needs are currently undetermined due to the uncertain nature of our revenues, but we anticipate that our operations could be fully self-sufficient by the end of the fourth quarter of 2015.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

For a discussion of our accounting policies and related items, please see the Notes to the Financial Statements, included in Item 1.

ITEM 3. QUANTITATIVE & QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report (the "Evaluation Date"), we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Accounting Officer (our Chief Executive Officer and Chief Financial Officer, respectively), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon this evaluation, our Chief Executive Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures were not effective to provide reasonable assurance that information required to be disclosed in the reports that are filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and that our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act 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.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that the Company's disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Company to disclose material information otherwise required to be set forth in the Company's periodic reports.

Changes in Internal Controls

There have been no changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) and 15d-(f) of the Exchange Act) that occurred during the our last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not a party to any current or pending legal proceedings.

ITEM 1A. RISK FACTORS

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide the information required by this item.

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

Each of the below transactions were exempt from the registration requirements of the Securities Act in reliance upon Section 4(a)(2) of the Securities Act or Regulation D promulgated under the Securities Act.

During May 2015, we commenced an offering with a new private offering of up to $5,000,000 of our securities. The $5,000,000 offering consists of 2,500,000 Units at $2 per Unit made up of one share of the Company's common stock and a five-year warrant to purchase an additional share of the Company's common stock at $3. The Company executed a side letter to investors in the original offering to retroactively adjust the terms of the original offering with the terms of the new offering. Through August 13, 2015, the Company issued 122,500 shares of common stock and 122,500 warrants to purchase pursuant to this offering.

During the six months ended June 30, 2015, the Company issued 351,000 shares of common stock and 868,500 fully vested, non-forfeitable warrants to employees, directors and consultants for services.

On July 16, 2015, Michael T. Smith, a member of the Company's Board of Directors, made an unsecured loan (the "Loan") to the Company in the principal face amount of $500,000. The Company issued Mr. Smith a promissory note bearing interest at the rate of 8.5% per annum, such interest being payable by the Company to Mr. Smith quarterly. The Loan shall be repaid in full by the Company, plus all unpaid interest, by July 16, 2016 ("Maturity Date"). Prepayment of all unpaid principal and interest may be made by the Company prior to the Maturity Date, without penalty or premium. As additional consideration for the Loan, Mr. Smith also received a five-year cashless warrant to purchase up to 350,000 shares of the Company's common stock at an exercise price of $3.00 per share.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

31.1	Certification of Principal Executive Officer as required by Rule 13a-14 or 15d-14 of the Exchange Act, as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Accounting Officer as required by Rule 13a-14 or 15d-14 of the Exchange Act, as adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Accounting Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance 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

SIGNATURES

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

ZERO GRAVITY SOLUTIONS, INC.
(Registrant)

Dated: August 14, 2015	By:	/s/ Glenn A. Stinebaugh Glenn A. Stinebaugh, Acting Chief Executive Officer (Principal Executive Officer)
Dated: August 14, 2015	By:	/s/ Timothy A. Peach Timothy A. Peach, Chief Financial Officer (Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, I, Glenn Stinebaugh, certify that:

1. I have reviewed this report on Form 10-Q of Zero Gravity Solutions, Inc., for the fiscal quarter ended June 30, 2015;

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

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

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

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

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

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

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable 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 controls over financial reporting.

Date: August 14, 2015

/s/ Glenn Stinebaugh
Glenn Stinebaugh
Chief Executive Officer, Principle Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL ACCOUNTING OFFICER

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, I, Timothy Peach certify that:

1. I have reviewed this report on Form 10-Q of Zero Gravity Solutions, Inc., for the fiscal quarter ended June 30, 2015;

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

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

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

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

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

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

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;; and

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

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable 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 controls over financial reporting.

Date: August 14, 2015

/s/ Timothy A. Peach
Timothy A. Peach
Principal Accounting Officer, Chief Financial Officer

EXHIBIT 32.1

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

In connection with the quarterly report of Zero Gravity Solutions, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Glenn Stinebaugh, Chief Executive 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 my knowledge and belief:

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

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

Date: August 14, 2015

/s/ Glenn Stinebaugh
Glenn Stinebaugh
Chief Executive Officer, Principle Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement 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.

EXHIBIT 32.2

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

In connection with the quarterly report of Zero Gravity Solutions, Inc. (the “Company”) on Form 10-Q for the quarter ended June 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Timothy A. Peach, principal accounting 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 my knowledge and belief:

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

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

Date: August 14, 2015

/s/ Timothy A. Peach
Timothy A. Peach
Principal Accounting Officer, Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement 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.