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 Quarterly Period Ended June 30, 2016

or

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

For the transition period from __________ to __________

Commission File Number: 333-201391

telehealthcare.com

TeleHealthCare, Inc.

(Exact name of registrant issuer as specified in its charter)

Wyoming	**80-0873491**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1031 Calle Recodo Suite B,
San Clemente, CA 92673
(Address of principal executive offices, including zip code)

Registrant's phone number, including area code: **(949) 423-6870**

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 (section 232.405 of this chapter) during the preceding twelve months (or 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. (Check one):

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.

Class	**Outstanding at June 30, 2016**
Common Stock, $.001 par value	153,123,000

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PART I - FINANCIAL INFORMATION

ITEM I — FINANCIAL STATEMENTS

TELEHEALTHCARE, INC.
CONDENSED BALANCE SHEETS

	June 30, 2016 (Unaudited)	September 30, 2015
ASSETS		
CURRENT ASSETS:		
Cash	$ 47,106	$ 2,315
Total Current Assets	47,106	2,315
TOTAL ASSETS	$ 47,106	$ 2,315
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	$ 166,009	$ 109,250
Deferred Revenue	7,500	—
Note payable and interest payable	21,560	6,865
TOTAL LIABILITIES	195,069	116,115
STOCKHOLDERS' DEFICIT:		
Common stock, $0.001 par value; 500,000,000 shares authorized; 153,123,000 shares and 149,673,000 shares issued and outstanding as of June 30, 2016 and 2015, respectively	153,123	149,673
Additional paid in capital	291,549	-
Accumulated deficit	(592,635)	(263,473)
TOTAL STOCKHOLDERS' DEFICIT	(147,963)	(113,800)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 47,106	$ 2,315

Share amounts have been retroactively adjusted to reflect the increased number of shares resulting from a stock split

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

TELEHEALTHCARE, INC.
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	Nine Months Ended June 30, 2016	Nine Months Ended June 30, 2015
REVENUES	$ —	$ —	$ —	$ 25,000
COST OF SALES	—	—	—	7,500
GROSS PROFIT	—	—	—	17,500
OPERATING EXPENSES:				
General and administrative expenses	64,394	22,003	328,467	84,820
LOSS FROM OPERATIONS	(64,394)	(22,003)	(328,467)	(67,320)
Interest expense	(350)	(673)	(695)	(2,026)
LOSS BEFORE PROVISION FOR INCOME TAXES	(64,744)	(22,676)	(329,162)	(69,346)
Provision for income taxes	—	—	—	—
NET LOSS	$ (64,744)	$ (22,676)	$ (329,162)	$ (69,346)
NET LOSS PER SHARE OF COMMON STOCK — Basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
WEIGHTED AVERAGE SHARES OUTSTANDING — Basic and diluted	153,123,000	149,673,000	151,682,124	149,673,000

Share amounts have been retroactively adjusted to reflect the increased number of shares resulting from a stock split

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

TELEHEALTHCARE, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended June 30, 2016	Nine Months Ended June 30, 2015
Cash flows from operating activities:		
Net loss	$ (329,162)	$ (69,346)
Stock compensation	220,000	13,575
Changes in operating assets and liabilities:		
Accounts receivable	—	(12,000)
Accounts payable and accrued expenses	56,758	57,500
Deferred revenue	7,500	—
Accrued interest	695	2,027
Net cash used in operating activities	(44,209)	(8,194)
Cash flows from financing activities:		
Proceeds from loan	14,000	—
Proceeds from the sale of common stock	75,000	—
Net cash provided by financing activities	89,000	—
Net increase (decrease) in cash	44,791	(8,194)
Cash - beginning balance	2,315	81,805
Cash - ending balance	$ 47,106	$ 73,611
Supplemental disclosure of cash flows information:		
Interest paid	$ —	$ —
Income taxes paid	$ —	$ —

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

TELEHEALTHCARE, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
MARCH 31, 2016
(UNAUDITED)

NOTE 1 – ORGANIZATION

TeleHealthCare, Inc. (the Company) was incorporated under the laws of the State of Wyoming on December 10, 2012. The Company's principal business is in efforts to develop and commercialize technologies to enhance healthcare using telecommunications technologies.

Our CarePanda mobile app system launched in April 2016, CarePanda includes secure text and chat communication between medical professionals, nurses, staff, vendors, pharmacists, lab contacts and many others.

Based on initial pilot programs with CarePanda and customer feedback, we are evolving our business model. Telehealth will be launching a new telehealth service, branded On.CareTM to target emerging opportunities in the telehealth market for specialty and private label telehealth services. While CarePanda connects medical clinics and specialists together, On.CareTM connects physicians, patients and insurers (billing) together.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The unaudited financial statements of the Company and the accompanying notes are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of the Financial Statements have been included. Such adjustments are of a normal, recurring nature. The Financial Statements, and the accompanying notes, are prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and do not contain certain information included in the Company's Annual Report for the fiscal year ended September 30, 2015. The interim financial statements should be read in conjunction with the audited financial statements ended September 30, 2015 filed with the SEC. Results for the interim periods presented are not necessarily indicative of the results that might be expected for the entire fiscal year.

Cash Equivalents

For purposes of the balance sheet and statement of cash flows, the Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

Stock-based Compensation

The Company follows ASC 718-10, *Stock Compensation* , which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized. The Company has not adopted a stock option plan and has not granted any stock options.

The Company accounts for equity instruments issued to non-employees in accordance with the provisions of ASC 505-50 (ASC 505-50). All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date of the fair value of the equity instrument issued is the earlier of the date on which the counterparty's performance is complete or the date at which a commitment for performance by the counterparty to earn the equity instruments is reached because of sufficiently large disincentives for nonperformance.

Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. The Company has adopted the provisions of ASC 260.

Loss per Share

The basic loss per share is calculated by dividing the Company's net loss available to common shareholders by the weighted average number of common shares during the year. The diluted loss per share is calculated by dividing the Company's net loss 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. Diluted loss per share are the same as basic earnings loss per share due to the lack of dilutive items in the Company.

Fair Value Measurements and Disclosures

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's adoption of fair value measurements and disclosures did not have a material impact on the financial statements and financial statement disclosures.

Income Taxes

Income taxes are provided in accordance with ASC 740, *Income Taxes* . A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

No provision was made for Federal or State income taxes.

Long-Lived Assets

Management assesses the carrying values of property and equipment and intangible assets with finite lives. Whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If there is indication of impairment, management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition to the extent possible. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. Additionally, if the Company does not have historical operating experience asset carrying amounts are expensed. For the three and nine months ended June 30, 2016 and 2015, the Company did not recognize any impairments for its long-lived assets. Management believes these intangible assets will continue to be utilized by the Company to generate revenues.

Our intellectual property is comprised of indefinite-lived brand name acquired and have been assigned an indefinite life as we currently anticipate that these brand names will contribute cash flows to the Company perpetually. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired. For the three and six ended March 31, 2016 and 2015, the Company did not recognize any impairments for intellectual property.

Recently Issued Accounting Pronouncements

The Company reviewed all recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC and they did not or are not believed by management to have a material impact on the Company's present or future financial statements.

NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. Our independent public company accountant has determined that the Company is a going concern. As reflected in the accompanying financial statements, the Company had a negative working capital of $147,963 and an accumulated deficit of $592,635 at June 30, 2016. As of June 30, 2016, the Company had no committed sources of capital or financing.

The Company is not generating revenues from the development of telehealth platforms and the Company's cash position is not significant enough to support the Company's daily operations. Management believes that the actions presently being taken to further implement its business plan and generate additional products and revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to realize revenues and in its ability to raise additional funds, there can be no assurances to that effect. The Company's ability to continue as a going concern is dependent upon its ability to achieve profitable operations or obtain adequate financing.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 4 – NOTE PAYABLE

On December 31, 2012, the Company issued a note payable to an unrelated party for $45,000. The notes are due on September 30, 2015 and have an interest rate of 6%. The principal $45,000 was paid in July 2015. As of June 30, 2016 there is $6,865 of interest payable balance.

On January 1, 2016, the Company issued a note payable to an unrelated party for $14,000. The notes are due on September 30, 2016 and have an interest rate of 10%. As of June 30, 2016, there is $14,000 of principal and $695 of accrued interest owed.

NOTE 5 – SHARE CAPITAL

The Company is authorized to issue 200,000,000 shares of common stock. On April 12, the Company amended the article with Wyoming secretary of State to increase authorized common shares to 500,000,000.

In the year ending September 30, 2013, the Company issued 40,000,000 shares of its common stock to its chairman and treasurer as founder shares and 5,000,000 shares for services valued by the Company at $5,000.

In the year ending September 30, 2015, the Company issued 710,000 shares of our common stock for services with a value attributed to them of $17,750.

In the year ending September 30, 2015, the Company issued 2,500,000 shares of our common stock for assets related to CarePanda with a value attributed to them of $62,500.

The Company completed a private placement on September 30, 2015 whereby it sold 1,681,000 shares of common stock for $42,025.

On December 29, 2015, the Company entered into an agreement to issue 400,000 shares of our common stock for services with a fair value attributed to them of $220,000.

On February 11, 2016, the Company partially completed a private placement offering to certain institutional and accredited investors pursuant to which the Company sold an aggregate of 750,000 shares of the Company's common stock resulting in gross proceeds of $75,000 to the Company.

On June 3, 2016, the company filed Articles of Amendment to the Company's Articles of Incorporation to effect a one-for-three forward stock split (the "Forward Stock Split") of the outstanding common stock of the Company. The Forward Stock Split became effective on June 23, 2016. As a result of the Forward Stock Split, the number of outstanding shares of common stock of the Company was increased to approximately 153,123,000. The Forward Stock Split affected all shareholders of the Company uniformly and did not affect any shareholder's ownership percentage of the Company's common stock. In addition to the Forward Stock Split, the Articles of Amendment also increased the total number of authorized shares of common stock of the Company from 200,000,000 to 500,000,000 (par value $0.001 per share).

As of June 30, 2016, there are approximately 153,123,000 shares of common stock issued and outstanding.

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

The information contained in this Form 10-Q is intended to update the information contained in our Annual Report on Form 10-K for the year ended September 30, 2015 and presumes that readers have access to, and will have read, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other information contained in such Form 10-K. The following discussion and analysis also should be read together with our financial statements and the notes to the financial statements included elsewhere in this Form 10-Q.

The following discussion contains certain statements that may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements appear in a number of places in this Report, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements are not guarantees of future performance and involve risks, uncertainties and requirements that are difficult to predict or are beyond our control. Forward-looking statements speak only as of the date of this quarterly report. You should not put undue reliance on any forward-looking statements. We strongly encourage investors to carefully read the factors described in our Annual Report on Form 10-K for the year ended September 30, 2015 in the section entitled "Risk Factors" for a description of certain risks that could, among other things, cause actual results to differ from these forward-looking statements. We assume no responsibility to update the forward-looking statements contained in this quarterly report on Form 10-Q. The following should also be read in conjunction with the unaudited Financial Statements and notes thereto that appear elsewhere in this report.

Overview

We are an emerging growth company as defined in Section 2(a)(19) of the Securities Act. We will continue to be an emerging growth company until: (i) the last day of our fiscal year during which we had total annual gross revenues of $1,000,000,000 or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of the first sale of our common stock pursuant to an effective registration statement under the Securities Act; (iii) the date on which we have, during the previous 3-year period, issued more than $1,000,000,000 in non-convertible debt; or (iv) the date on which we are deemed to be a large accelerated filer, as defined in Section 12b-2 of the Exchange Act.

As an emerging growth company, we are exempt from:

- Sections 14A(a) and (b) of the Exchange Act, which require companies to hold stockholder advisory votes on executive compensation and golden parachute compensation;

- The requirement to provide, in any registration statement, periodic report or other report to be filed with the Securities and Exchange Commission (the "Commission" or "SEC"), certain modified executive compensation disclosure under Item 402 of Regulation S-K or selected financial data under Item 301 of Regulation S-K for any period before the earliest audited period presented in our initial registration statement;

- Compliance with new or revised accounting standards until those standards are applicable to private companies;

- The requirement under Section 404(b) of the Sarbanes-Oxley Act of 2002 to provide auditor attestation of our internal controls and procedures; and

- Any Public Company Accounting Oversight Board ("PCAOB") rules regarding mandatory audit firm rotation or an expanded auditor report, and any other PCAOB rules subsequently adopted unless the Commission determines the new rules are necessary for protecting the public.

We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the Jumpstart Our Business Startups Act.

We are also a smaller reporting company as defined in Rule 12b-2 of the Exchange Act. As a smaller reporting company, we are not required to provide selected financial data pursuant to Item 301 of Regulation S-K, nor are we required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002. We are also permitted to provide certain modified executive compensation disclosure under Item 402 of Regulation S-K.

TeleHealthCare, Inc., a Wyoming corporation, ("TeleHealthCare" "Company" "we," "us," or "our") was incorporated on December 10, 2012. Most of the activity through September 30, 2015 involved incorporation efforts, development of our internet portal, mobile applications and preparation for this Offering.

We are a development stage company and have limited financial resources. We have not established a source of equity or debt financing. Our financial statements include a note emphasizing the uncertainty of our ability to remain as a going concern.

Company Overview

We have spent the last nine months customizing our CarePanda mobile app for Apple and Android platforms. CarePanda system will launch in April of 2016 and will include secure text and chat communication between medical professionals, nurses, staff, vendors, pharmacists, lab contacts and many others.

Based on initial pilot programs with CarePanda and customer feedback, we are evolving our business model based. Telehealth will be launching a new telehealth service, branded On.CareTM to target emerging opportunities in the telehealth market for specialty and private label telehealth services. While CarePanda connects medical clinics and specialists together, On.CareTM connects physicians, patients and insurers (billing) together. By launching both systems, TeleHealthCare will have a full service solution that customers have been asking for.

We see five key areas driving demand for telehealth services:

- **Escalating Healthcare Costs** – Healthcare represents $3 trillion USD in costs per year (CMS.gov) in the U.S. There is an urgent and growing need to control and lower the cost of providing healthcare. *(https://www.cms.gov/research-statistics-data-and-systems/statistics-trends-and-reports/nation alhealthexpenddata/downloads/highlights.pdf)*

- **Expanded Insured Patient Base –** There has been a rapid rise in patient volumes as more people are insured with passage and implementation of the Affordable Care Act.

- **Aging Population –** As we age we have a higher incidence of chronic diseases. The average age of the population in the U.S. is growing resulting in an increase demand for services. It's estimated that 65 million baby boomers will become Medicare enrollees over the next decade (http://www.handsontelehealth.com/past-issues/74-why-is-telehealth-a-driving-force-in-healthcare)

- **Shortage of Medical Professionals** – In many cities and towns throughout the U.S. there is a shortage of medical professionals, especially medical specialists. This is especially true for rural populations. This has created an imbalance of the available supply of practitioners to many areas' demand.

- **Regulations –** Although only a few regulations have passed that allow billing and adoption of telehealth services in Medicare, Medicaid or Commercial health insurance services, new regulations look to greatly expand telehealth adoption. S. 2484 called the CONNECT for Health Act, would move to waive restrictions on Medicare telehealth coverage that many consider antiquated or arbitrary. In addition to a coalition of six senators and three representatives, the bill has the support of the American Medical Association, the American Telemedicine Association, and a number of other industry groups, health systems, and tech vendors.http://mobihealthnews.com/content/latest-telemedicine-bill-could-save-18b-waiving-medicare-restrictions.

A bipartisan group of US Senators led by Brian Schatz (D-HI) has introduced new telemedicine legislation that would move to waive restrictions on Medicare telehealth coverage that many consider antiquated or arbitrary. In addition to a coalition of six senators and three representatives, the bill has the support of the American Medical Association, the American Telemedicine Association, and a number of other industry groups, health systems, and tech vendors. http://mobihealthnews.com/content/latest-telemedicine-bill-could-save-18b-waiving-medicare-restrictions

"Telehealth is the future of health care," Schatz said in a statement. "It saves money and improves health outcomes. Our bipartisan bill puts us on a path to transform health care delivery, making it less costly and more convenient for patients and providers."

http://www.schatz.senate.gov/imo/media/doc/CONNECT%20for%20Health%20Act.pdf

The bill would improve access to telehealth in three major ways. It would establish a "bridge program" that allows doctors participating in the Merit-based Incentive Payment System (MIPS) to apply for demonstration waivers that would exempt them from restrictions Medicare imposes on the coverage of telehealth. It would automatically exempt participants in alternative payment models (such as ACOs) from those restrictions. Finally, it would expand the coverage of remote patient monitoring technologies for patients with chronic conditions.

Additionally, telemedicine reimbursement options would be expanded for non-hospital sites including telestroke evaluation and management sites, Native American health service facilities, dialysis facilities, community health centers, and rural health clinics.

Third Way, a centrist Washington think tank, crunched the numbers on the first three provisions and predicts that they would save the government $1.8 billion. Although the waiver program would increase federal spending by $1.1 billion, the other two would offset those costs.

http://go.avalere.com/acton/attachment/12909/f-0292/1/-/-/-/-/20160129_Telehealth%20 and %20RPM%20Scoring%20Memo.pdf

PRODUCTS & SERVICES:

Based on the growing market for telehealth services, TeleHealthCare will focus its energies on building an "end to end" telehealth solution company that incorporates the following services, software and devices. Many companies, including medical groups, disease management firms, mental health providers, and others find it difficult to get all these services within one solution.

- **Information Technology (IT) Services**
  - **Secure Video and Chat**

- **Platform for Electronic Medical Records (EMR), Scheduling and Billing**
  - **Monitoring Devices**
  - **Telehealth Programs**
  - **Marketing Services**

IT Services

These services offered on a 'menu' basis would include everything from setting up and managing a customer's IT network for telehealthcare; to providing training, support, setup and configuration of the telehealth services, monitoring devices, mobile apps, an EMR platform and a billing system.

Secure Video and Chat

TeleHealthCare will be offering secure, HIPAA compliant video and chat capabilities. Some customers may only want chat, others video and some both services. TeleHealthCare can integrate video and chat into a customer's existing systems.

Platform for EMR, Scheduling and Billing

While the majority of hospitals have adopted EMR systems, most disease management firms, specialty medical clinics, long term care centers, skilled nursing facilities, rehab centers and others have not yet adopted these systems. An EMR is necessary to document patient visits, manage online scheduling of telehealth services and track billing of telehealth services.

http://dashboard.healthit.gov/index.php

Monitoring Devices

To effectively monitor and manage patients in telehealth programs, especially patients with chronic care conditions, medical providers will need access to patient information gathered from remote monitoring devices that can track vital signs such as ECG, heart rate, pulse oximetry, blood pressure, temperature, weight, glucose levels, activity levels, etc. TeleHealthCare, Inc. will incorporate monitoring device management directly into their platform to provide vital sign history and alerts on the patient's condition. The Company will also sell certain devices to its customers.

Telehealth Programs

TeleHealthCare will develop "packaged" telehealth programs that include turn-key business plans for customers to launch a telehealth program. This includes all the organization, billing and marketing of their telehealth solution.

Telehealth Platform

Our telehealth platform will be branded as On.Care TM . The certified platform is built upon Microsoft .NET technology and is 100% SaaS based product and hosted with a secure HIPAA compliant hosting company. On.Care TM will be a web-based platform that provides very low initial investment from customers and no major upgrade charges or expensive licensing fees. On.Care TM provides flexibility to access telehealth information from anywhere and on most devices – desktops, tablets and mobile devices.

On.Care TM is designed and developed from physician input and is developed to reduce data entry and maximize physician time.

Features:

- Electronic Health Record
    - Patient Chart
- Scheduling for in-office and online visits
- Billing for in-office and online visits
    - ICD-10 support
- Secure video and chat for online visits
- Secure text and chat for in office communication and vendor communication
    - E-prescriptions
    - Lab integration
- Patient device integration (vital sign measurements, activity monitors, etc.)
- Patient portal for patients to view physician notes, connect to online visits, manage devices and health information
    - Practice management
    - Organizing patient information
- Monitoring medical billing & reduce billing errors
    - Improved claim accuracy
    - Reporting
- Customizable Online Forms for any medical specialty

- Transcription interface to easily capture notes and update charts
  - Meaningful use dashboard
  - HI Exchange for patient data interopability

On.Care TM also supports the latest billing codes for ICD-10.

On.CareTM Product Advantages:

  - Accessible anytime, anywhere
  - Easy to navigate user interface
- Multi-platform compatible on desktop, tablet or mobile
- Template driven chart notes to support any medical specialty
  - Customizable dashboard
  - Fully integrated patient reminders
  - ePrescriptions
  - Automatic transfer of Lab results
  - Dictation and transcription interface
  - Built-in Patient Portal
  - Referral Portal
  - Patient Education Materials on Patient Portal
  - Customized Reports
  - Phone and Email Customer Support

Other

As a corporate policy, we will not incur any cash obligations that we cannot satisfy with known resources, of which there are currently none except as described in "Liquidity" below and/or elsewhere in this prospectus. We believe that the perception that many people have of a public company make it more likely that they will accept restricted securities from a public company as consideration for indebtedness to them than they would from a private company. We have not performed any studies of this matter. Our conclusion is based on our own observations. However, there can be no assurances that we will be successful in any of those efforts even if we become a public entity. Additionally, the issuance of restricted shares will dilute the percentage of ownership interest of our stockholders.

Results of Operations

Comparison of the three months ended June 30, 2016 and 2015

Revenues

Revenues were $0 and $0 for three months ending June 30, 2016 and 2015, respectively.

Cost of Sales

Cost of sales were $0 and $0 for three months ending June 30, 2016 and 2015, respectively.

General and Administrative Expenses

General and administrative expenses were $64,394 and $22,003 for three months ending June 30, 2016 and 2015, respectively. For 2016, the expenses consisted primarily of $24,509 for payroll expense, $5,000 for consulting expenses, $16,000 software licensing fee, and $14,010 for other professional fees. For 2015, the expenses consisted primarily of $11,325 for professional fees, $6,000 for compliance expenses and $4,375 for stock compensation.

Interest Expense

Interest expense was $350 and $673 for three months ending June 30, 2016 and 2015, respectively.

Comparison of the nine months ended June 30, 2016 and 2015

Revenues

Revenues were $0 and $25,000 for nine months ending June 30, 2016 and 2015, respectively. The 2015 revenue was earned for developing a private label portal with the same functionalities as CarePanda.

Cost of Sales

Cost of sales were $0 and $7,500 for nine months ending June 30, 2016 and 2015, respectively.

General and Administrative Expenses

General and administrative expenses were $328,467 and $84,820 for nine months ending June 30, 2016 and 2015, respectively. For 2016, the expenses consisted primarily of $24,509 payroll expense, $44,750 for consulting expenses, $16,000 software licensing fee, $18,265 for other professional fees and $220,000 for stock compensation. For 2015, the expenses consisted primarily of $65,301 for professional fees, $6,000 for compliance expenses and $13,125 for stock compensation.

Interest Expense

Interest expense was $695 and $2,026 for nine months ending June 30, 2016 and 2015, respectively.

Liquidity and Capital Resources

The following is a summary of the Company's cash flows provided by (used in) operating, investing, and financing activities for the nine months ended June 30, 2016 and 2015:

	Nine months ended June 30,	
	2016	2015
Operating Activities	$ (44,209)	$ (8,194)
Investing Activities	—	—
Financing Activities	89,000	—
Net Effect on Cash	$ 44,791	$ (8,194)

In the nine months ending June 30, 2016, the Company incurred a net loss of $329,162. This was offset by stock compensation of $220,000 and an increase in accounts payable and accrued expenses of $56,758 and accrued interest of $695. For the nine months ended June 30, 2015, the Company incurred a net loss of $69,346 and a decrease in accounts receivable of $12,000 which was offset by an increase in accounts payable of $57,550 and accrued interest of $2,027.

In the nine months ending June 30, 2016, the Company received $14,000 from the issuance of a note payable and $75,000 from the issuance of 750,000 of the Company's common stock.

Going Concern Uncertainties

We have sufficient working capital for the next 6 months and may secure additional working capital through loans or sales of common stock. Nevertheless our auditor has issued a "going concern" qualification as part of his opinion in the Audit Report for the year ended September 30, 2015, and our unaudited financial statements for the quarter ended June 30, 2016 include a "going concern" footnote contingent on us to be able to raise working capital to grow our operations.

Commitments and Contractual Obligations

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

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

Recently Issued Accounting Pronouncements

Refer to the notes to the financial statements for a complete description of recent accounting standards which we have not yet been required to implement and may be applicable to our operation, as well as those significant accounting standards that have been adopted during the current year.

Critical Accounting Policies

Our financial statements were prepared in conformity with U.S. generally accepted accounting principles. As such, management is required to make certain estimates, judgments and assumptions that they believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the periods presented. The significant accounting policies which management believes are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

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

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures: We conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. The term "disclosure controls and procedures", as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended ("Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures also include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of June 30, 2016, that our disclosure controls and procedures are effective to a reasonable assurance level of achieving such objectives. However, it should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Management's Report on Internal Control Over Financial Reporting: Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed 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. The internal controls for the Company are provided by executive management's review and approval of all transactions. Our internal control over financial reporting also includes those policies and procedures that:

1. pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with the authorization of our management; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2016. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of these controls.

Based on this assessment, management has concluded that as of June 30, 2016, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

This quarterly report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting: There were no changes in our internal control over financial reporting during the quarter ending June 30, 2016, 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.

To the best knowledge of our sole officer and director, the Company is not a party to any legal proceeding or litigation.

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 information required by this Item. See the Company's Annual Report on Form 10-K for the period ending September 30, 2015 which identifies and discloses certain risks and uncertainties including, without limitation, those "Risk Factors" included in Item 1A of the Annual Report.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 5. OTHER INFORMATION.

None.

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ITEM 6. EXHIBITS.

31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14 and 15d-14.
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14 and 15d-14.
32	Certification of the Company's Chief Executive Officer and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	INS XBRL Instance Document *
101.SCH	SCH XBRL Schema Document *
101.CAL	CAL XBRL Calculation Linkbase Document *
101.DEF	DEF XBRL Definition Linkbase Document *
101.LAB	LAB XBRL Label Linkbase Document *
101.PRE	PRE XBRL 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, thereunto duly authorized.

TELEHEALTHCARE, INC.

Date: August 22, 2016

By: */s/ Derek Cahill*
Name: Derek Cahill
Title: Chief Executive Officer and President

By: */s/ James Donahue*
Name: James Donahue
Title: Chief Financial Officer

EXHIBIT 31.1

TELEHEALTHCARE, INC.
Certification of Chief Executive Officer Pursuant to
Securities Exchange Act Rules 13a-14 and 15d-14

I, Derek Cahill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TeleHealthCare, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal 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 to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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

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

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

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

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

Date: August 22, 2016

By: */s/ Derek Cahill*
Name: Derek Cahill
Title: Chief Executive Officer and President

EXHIBIT 31.2

TELEHEALTHCARE, INC.
Certification of Chief Financial Officer Pursuant to
Securities Exchange Act Rules 13a-14 and 15d-14

I, James Donahue, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TeleHealthCare, Inc.;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal 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 to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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

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

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

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

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

Date: August 22, 2016

By: */s/ James Donahue*
Name: James Donahue
Title: Chief Financial Officer

EXHIBIT 32

TELEHEALTHCARE, INC.

CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF TITLE 18,
UNITED STATES CODE)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of Title 18, United States Code), the undersigned officer of TeleHealthCare, Inc. (the "Company"), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the period ended June 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), to the best of the undersigned's knowledge that:

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

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

Date: August 22, 2016	By: */s/ Derek Cahill*
	Name: Derek Cahill
	Title: Chief Executive Officer and President
Date: August 22, 2016	By: */s/ James Donahue*
	Name: James Donahue
	Title: Chief Financial Officer