

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

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

For the fiscal year ended December 31, 2015
or

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

For the transition period from _____ to _____
Commission File Number: 000-31671

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

Nevada
(State or other jurisdiction of
incorporation or organization)

87-0613716
(I.R.S. Employer
Identification No.)

2190 Dividend Drive
Columbus, Ohio 43228
(614) 388-8909

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 (Do not check if a smaller reporting company)

Smaller reporting company

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. **\$ 4,060,161**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **16,794,992 shares of Common Stock, par value \$0.001 per share, were outstanding as of April 22, 2016.**

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

Intellinetics, Inc. (“Intellinetics,” the “Company,” “we,” “us”) is filing this Amendment No. 1 to Form 10-K on Form 10-K/A (the “Form 10-K/A”) to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the “Form 10-K”), which was filed with the Securities and Exchange Commission (the “SEC”) on March 28, 2016. The purpose of this Form 10-K/A is solely to disclose the information required in Part III (Items 10, 11, 12, 13, and 14) of the Form 10-K, which information was previously omitted from the Form 10-K in reliance on General Instruction G(3) to Form 10-K. Accordingly, we hereby amend and replace in its entirety Part III of the Form 10-K.

In addition, pursuant to the rules of the SEC, Item 15 of Part IV has been amended to include the currently dated certifications of our principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. The certifications of our principal executive officer and principal financial officer are filed with this Form 10-K/A as Exhibits 31.1 and 31.2 hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. We are not including the certificate under Section 906 of the Sarbanes Oxley Act of 2002, as no financial statements are being filed with this Form 10-K/A.

Except as described above, this Form 10-K/A does not amend any other information set forth in the Form 10-K, and we have not updated disclosures included therein to reflect any subsequent events. This Form 10-K/A should be read in conjunction with the Form 10-K and with our filings with the SEC subsequent to the Form 10-K.

Part III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Executive Officers and Board of Directors

On April 22, 2016, our executive officers and directors included the following:

Name	Age	Title
Matthew L. Chretien ¹	48	President, Chief Executive Officer, Treasurer, Chief Technology Officer, and Director
Kendall D. Gill	68	Chief Financial Officer
A. Michael Chretien ¹	76	Vice President of Compliance, Secretary
Rye D'Orazio	61	Director
Robert C. Schroeder	48	Director
Murray H. Gross	77	Director, Chairman of the Board
Sophie Pibouin	48	Director

¹ Matthew Chretien is the son of A. Michael Chretien.

Matthew L. Chretien, Chief Executive Officer, President, Treasurer, Chief Technology Officer, Director. Mr. Chretien was appointed interim President and Chief Executive Officer on July 31, 2013. He is a co-founder of Intellinetics and has served as Intellinetics' Executive Vice President, Chief Technology Officer, Chief Financial Officer, and Treasurer since September 2011. Mr. Chretien resigned from the Chief Financial Officer position in September 2012. From January 1999 until September 2011, Mr. Chretien was employed as Intellinetics' President and Chief Executive Officer. From 1996 until 1999, Mr. Chretien was employed as Intellinetics' Vice President. Prior to joining Intellinetics, Mr. Chretien served as the field sales engineer for Unison Industries, a manufacturer of aircraft ignition systems.

Kendall D. Gill, Chief Financial Officer. Mr. Gill has served as our Chief Financial Officer since September 2012. Prior to becoming our Chief Financial Officer, Mr. Gill served as an accounting contractor to the Company since September 15, 2011. From May 2006 to September 2011, Mr. Gill served as the Chief Financial Officer of PT Brands, Inc. From May 2010 to August 2012, Mr. Gill served as President and CEO of Gill Products, LLC. Mr. Gill is a Certified Public Accountant and worked as an Audit Manager at Coopers & Lybrand from 1974 to 1985.

A. Michael Chretien, Vice President of Compliance, Secretary. Mr. A. Michael Chretien is a co-founder of Intellinetics and has served as Intellinetics' Vice President of Compliance, and Secretary since September 2011. From 1999 until April 2015, Mr. Chretien served as Intellinetics' Chairman of the Board. Prior to joining Intellinetics, Mr. Chretien served for twenty-six years in the Federal Bureau of Investigation.

Rye D'Orazio, Director. Mr. D'Orazio has served as a director of Intellinetics since 2006. Mr. D'Orazio has been a partner at Ray & Barney Group since 2001. From 1995 to 2000, Mr. D'Orazio served as Vice President of Professional Services at Compucom. From 1985 to 1995, Mr. D'Orazio was a partner at NCGroup, which he founded. From 1982 to 1995, Mr. D'Orazio was employed as the Vice President of Professional Services at Triangle Systems, and from 1977 to 1982, Mr. D'Orazio was employed as a systems engineer at Electronic Data Systems.

Robert C. Schroeder, Director. Mr. Schroeder was appointed as a member of our board of directors in September 2013. Mr. Schroeder is Vice President of Investment Banking at Taglich Brothers and specializes in advisory services and capital raising for small public and private companies. Prior to that, Mr. Schroeder served as Senior Equity Analyst publishing sell-side research on publicly traded companies. Prior to joining Taglich Brothers, he served in various positions in the brokerage and public accounting industry. Mr. Schroeder received a B.S. degree in accounting and economics from New York University. He currently serves on the board of directors of publicly traded Air Industries Group, a manufacturer of aerospace parts and assemblies, and Decisionpoint Systems, Inc., a leading provider and integrator of Enterprise Mobility, Wireless Applications and RFID solutions.

Murray H. Gross, Director. Mr. Gross was appointed as a member of our board of directors on April 30, 2015. Mr. Gross is also Chairman of the Board. Prior to joining the Board, Mr. Gross was Chairman, CEO, and President of US Home Systems (NASDAQ: USHS) from its inception in 1997 through 2012. The Company grew to \$180 million in sales when it was acquired by The Home Depot (NYSE: HD) in October 2012 for nearly \$100 million. Prior to founding USHS, Gross was the President and COO of Facelifters Home Systems from 1987 – 1996 when it was acquired by AMRE (NYSE: AMM) for \$44 million. Mr. Gross began his entrepreneurial pursuits when he co-founded Pennsylvania-based Busy Beavers Remodelers. This Company was sold to its partner, Busy Beavers Home Centers, and both companies were acquired in 1972 by Cyclops Corporation, then number 240 on the Fortune 500 list.

Sophie Pibouin, Director. Ms. Pibouin was appointed as a member of our board of directors on March 20, 2015. Prior to joining the Board, Ms. Pibouin served as Chief Operating Officer, from 2012 to 2014, for SDL, PLC, a global provider of customer experience management software and solutions, having previously worked as a General Manager from 2010 to 2012. From 2006 to 2009, she served as Chief Operating Officer at Chronicle Solutions, Inc., a security software company. From 1990 to 2004, she worked for CA, Inc. (formerly Computer Associates), in a variety of positions including ultimately as Senior Vice President/GM for the Mid-Atlantic Region. She graduated with Honors as a Bachelor in International Commerce from the University of Flaubert in Rouen, France.

Committees of the Board of Directors

Our Board of Directors has established a standing Audit Committee, Compensation Committee, and Nominating Committee. Each committee operates under a written charter that has been adopted by our Board. Each member of each of these Board committees is an independent director.

Audit Committee

Our Board of Directors has established an Audit Committee in accordance with Section 3(a)(58)(A) of the Exchange Act. In 2014, the members of the Audit Committee were Rye D'Orazio and Robert C. Schroeder. On May 13, 2015, the Board of Directors elected Murray Gross to also serve on the audit committee. The Board of Directors has determined that all members are independent under our standards of director independence. The Board of Directors has determined that each member of the Audit Committee is financially literate and that Robert C. Schroeder qualifies as an "audit committee financial expert," as that term is defined in Item 407(d) of Regulation S-K under the Exchange Act. The Audit Committee met four times during 2015.

Codes of Ethics

We have adopted a code of ethics, each designed to encourage our directors, officers and employees to act with the highest level of integrity. This code is available as attached, and on the Investor Relations section of our website at www.intellinetics.com.

The Intellinetics, Inc. Code of Business Conduct and Ethics is a code of conduct that applies to all of our directors, officers and employees. Under the Code of Business Conduct and Ethics, each officer, director and employee is required to maintain a commitment to high standards of business conduct and ethics. The Code of Business Conduct and Ethics covers many areas of professional conduct, including conflicts of interest, protection of confidential information, and strict adherence to laws and regulations applicable to the conduct of our business. Directors, officers and employees are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Business Conduct and Ethics.

If we make any amendment to, or grant any waiver from a provision of, our code of conduct with respect to any director, executive officer or senior financial officer, we will disclose the nature of such amendment or waiver on our website, in a Current Report on Form 8-K or both.

Communications directed to members of the Board will be forwarded to the intended Board members, unless such communications are deemed advertisements or promotional, clearly unrelated to our business or to Board or committee matters, or unduly hostile, threatening, illegal or otherwise unnecessary or inappropriate to forward.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and officers, and persons who beneficially own more than ten percent (10%) of our common stock, who are hereinafter collectively referred to as the Reporting Persons, to file reports with the SEC of beneficial ownership and reports of changes in beneficial ownership of our common stock on Forms 3, 4 and 5. Reporting Persons are required by applicable SEC rules to furnish us with copies of all such forms filed with the SEC pursuant to Section 16(a) of the Exchange Act. To our knowledge, based solely on our review of the copies of the Forms 3, 4 and 5 received by us during the fiscal year ended December 31, 2014 and representations that no other reports were required, we believe that all reports required to be filed by such persons with respect to the Company's fiscal year ended December 31, 2015, were timely filed, with the exception of the following transactions:

On February 10, 2015, and March 11, 2015, Michael Taglich was issued convertible notes by the Company. The Form 4 associated with these transactions was filed April 28.

On May 20, 2015, June 3, 2015, June 17, 2015, Michael Taglich was issued convertible notes by the Company. The Form 4 associated with these transactions was filed July 17, 2015.

On August 26, 2015, and September 22, 2015, Michael Taglich was issued convertible notes by the Company. The Form 4 associated with these transactions was filed October 30, 2015.

On December 29, 2015, Michael Taglich, as a beneficial indirect owner, purchased units, consisting of common stock and warrants. The Form 4 associated with this transaction was filed March 21, 2016.

On December 31, 2015, Michael Taglich purchased units, consisting of common stock and warrants, in exchange for a surrender of convertible notes held by Mr. Taglich and issued by the Company. The Form 4 associated with this transaction was filed March 21, 2016.

On February 10, 2015, and March 11, 2015, Robert Taglich was issued convertible notes by the Company. The Form 4 associated with these transactions was filed April 28.

On May 20, 2015, June 3, 2015, June 17, 2015, Robert Taglich was issued convertible notes by the Company. The Form 4 associated with these transactions was filed July 17, 2015.

On August 26, 2015, and September 22, 2015, Robert Taglich was issued convertible notes by the Company. The Form 4 associated with these transactions was filed October 30, 2015.

On December 31, 2015, Robert Taglich purchased units, consisting of common stock and warrants, in exchange for a surrender of convertible notes held by Mr. Taglich and issued by the Company. The Form 4 associated with this transaction was filed March 21, 2016.

On December 31, 2015, Murray Gross purchased units, consisting of common stock and warrants, in exchange for a surrender of convertible notes held by Mr. Gross and issued by the Company. The Form 4 associated with this transaction was filed January 19, 2016.

On December 31, 2015, Matthew L Chretien purchased units, consisting of common stock and warrants, in exchange for a surrender of convertible notes held by Mr. Chretien and issued by the Company. The Form 4 associated with this transaction was filed March 21, 2016.

On December 31, 2015, Robert Schroeder purchased units, consisting of common stock and warrants, in exchange for a surrender of convertible notes held by Mr. Schroeder and issued by the Company. The Form 4 associated with this transaction was filed March 21, 2016.

Employment Agreements with our Executive Officers

Pension Benefits

We do not provide, sponsor or maintain any pension arrangements for our named executive officers or for our employees. Our named executive officers are eligible to participate in our 401(k) defined contribution plan. None of our named executive officers participated in our 401(k) plan during fiscal 2015.

Non-Qualified Deferred Compensation

We do not provide and we have not adopted any non-qualified deferred contribution plans or other deferred compensation plans. In the future, the Compensation Committee may elect to provide our officers and other employees with non-qualified deferred contribution or deferred compensation benefits if the Compensation Committee determines that doing so is in our best interests.

Employment Agreements with our Executive Officers

Intellinetics Ohio is a party to employment agreements with Matthew L. Chretien and A. Michael Chretien, both dated as of September 16, 2011. The Company does not have employment agreements with the executive officers because the Company believes the agreements between Intellinetics Ohio and each of the above named executive officers is expected to control the terms of their employment with the Company, as Intellinetics Ohio is the sole operating subsidiary of the Company. On September 24, 2012, pursuant to an Offer of Employment and Employment Agreement, the Company appointed Kendall D. Gill as the Chief Financial Officer. Each executive with an agreement listed below has informally agreed to receive less in salary than they are entitled to receive under their Employment Agreements at the current time, while the Company is managing available cash and working towards profitability.

Agreement with Matthew L. Chretien

Under this agreement, Matthew L. Chretien agrees to serve as the Interim President and Chief Executive Officer, Principal Accounting Officer, and Treasurer of Intellinetics, and to devote his full-time efforts to his employment with Intellinetics. Pursuant to the agreement, Matthew L. Chretien (i) receives compensation at the rate of \$195,000 per year, (ii) is eligible to participate in certain employee benefit programs, including a 401(k) plan, health insurance, paid vacation, access to an exercise facility, and use of certain company-paid technology, (iii) may become eligible, at the sole discretion of Intellinetics, for profit sharing, commissions, and bonuses, and (iv) was entitled to receive deferred compensation in the form of a lump sum payment of \$100,828 on March 31, 2015. The Company notified Mr. Chretien on March 31, 2015, that payment of the lump sum amount scheduled for March 31, 2015 is deferred subject to the Company's available cash flow. The term of the agreement is indefinite, and both parties stipulate and agree that Matthew L. Chretien is an "at will" employee under Ohio law, which governs the agreement. The agreement can also terminate (i) if Intellinetics discontinues the operation of its business, or (ii) at the option of Intellinetics in the event that Matthew L. Chretien becomes permanently disabled. Under the agreement, Matthew L. Chretien covenants (i) not to disclose trade secrets or proprietary information of Intellinetics, (ii) not to solicit customers, clients, or employees of Intellinetics for a period of two years after termination of the agreement, and (iii) not to compete with Intellinetics in the state of Ohio for a period of six months after termination of his employment.

Agreement with A. Michael Chretien

Under this agreement, A. Michael Chretien agrees to serve as the Vice President of Compliance and Corporate Secretary, and to devote his full-time efforts to his employment with Intellinetics. Pursuant to the agreement, A. Michael Chretien (i) receives compensation at the rate of \$97,500 per year, (ii) is eligible to participate in certain employee benefit programs, including a 401(k) plan, health insurance, paid vacation, access to an exercise facility, and use of certain company-paid technology, (iii) may become eligible, at the sole discretion of Intellinetics, for profit sharing, commissions, and bonuses, and (iv) was entitled to receive deferred compensation in the form of a lump sum payment of \$114,183 on March 31, 2015. The Company notified Mr. Chretien on March 31, 2015, that payment of the lump sum amount scheduled for March 31, 2015 is deferred subject to the Company's available cash flow. The term of the agreement is indefinite, and both parties stipulate and agree that A. Michael Chretien is an "at will" employee under Ohio law, which governs the agreement. The agreement can also terminate (i) if Intellinetics discontinues the operation of its business, or (ii) at the option of Intellinetics in the event that Mr. Chretien becomes permanently disabled. Under the agreement, A. Michael Chretien covenants (i) not to disclose trade secrets or proprietary information of Intellinetics, (ii) not to solicit customers, clients, or employees of Intellinetics for a period of two years after termination of the agreement, and (iii) not to compete with Intellinetics in the state of Ohio for a period of six months after termination of his employment.

Agreement with Kendall D. Gill

Under this agreement, Kendall D. Gill (i) receives compensation at the rate of \$145,000 per year, (ii) is eligible to participate in certain employee benefit programs, including a 401(k) plan, health insurance, paid vacation, access to an exercise facility, and use of certain company-paid technology, and (iii) may become eligible, at the sole discretion of the Company, for profit sharing, and bonuses. The term of the agreement is indefinite, and both parties stipulate and agree that Kendall D. Gill is an "at will" employee under Ohio law, which governs the agreement. Under the agreement, Kendall D. Gill covenants (i) not to disclose trade secrets or proprietary information of the Company, (ii) not to solicit customers, clients, or employees of the Company for a period of two years after termination of the agreement, and (iii) not to compete with the Company in the state of Ohio for a period of six months after termination of his employment. Under the agreement, on September 24, 2012, Kendall D. Gill was awarded 250,000 restricted common shares of the Company, \$0.001 par value, (subject to the applicable holding period restrictions under Rule 144) in reliance upon exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

DIRECTOR COMPENSATION

Director Compensation 2015

Name (a)	Fees Earned or Paid in Cash (b)	Stock Awards (\$) (c)	Option Awards (\$) (d)	Non-equity Incentive plan compensation (\$) (e)	Nonqualified deferred compensation earnings (\$) (f)	All other Compensation (\$) (g)
A Sophie Pibouin	\$ 25,000	-	\$ 105,000	-	-	-
B Murray H. Gross	-	-	\$ 520,000	-	-	-
C Rye D'Orazio	-	-	-	-	-	-
D Robert C. Schroeder	-	-	-	-	-	-
E Matthew L. Chretien	-	-	-	-	-	-

A On March 20, 2015, the Board approved annual cash compensation for Ms. Pibouin for her services as director of \$25,000 per year. On April 30, 2015, the Company entered into a Non-Qualified Stock Option Agreement, subject to the 2015 Intellinetics Inc. Equity Incentive Plan, with Ms. Pibouin for the issuance of options to purchase 128,000 shares of common stock of the Company in exchange for her services as a Director of the Company. The options are vested, and carry an exercise price of \$0.75 per share.

B On April 30, 2015, the Company entered into a Non-Qualified Stock Option Agreement, subject to the 2015 Intellinetics Inc. Equity Incentive Plan, with Murray Gross for the issuance of options to purchase 640,000 shares of common stock of the Company in exchange for his services as a Director of the Company. Portions of the options are subject to certain performance-based vesting requirements and carry an exercise price of \$0.75 per share.

None of the directors of Intellinetics received compensation for services rendered as a director during the year ended December 31, 2014.

In 2015, the Compensation Committee and Board of Directors approved the following compensation arrangements to compensate directors for their services as directors:

- On March 20, 2015, the Board approved annual cash compensation for Ms. Pibouin for her services as director of \$25,000 per year. On April 30, 2015, the Company entered into a Non-Qualified Stock Option Agreement, subject to the 2015 Intellinetics Inc. Equity Incentive Plan, with Ms. Pibouin for the issuance of options to purchase 128,000 shares of common stock of the Company in exchange for her services as a Director of the Company. The options vest on a quarterly schedule, and carry an exercise price of \$0.75 per share.
- On April 30, 2015, the Company entered into a Non-Qualified Stock Option Agreement, subject to the 2015 Intellinetics Inc. Equity Incentive Plan, with Murray Gross for the issuance of options to purchase 640,000 shares of common stock of the Company in exchange for his services as a Director of the Company. Portions of the options are subject to certain performance-based vesting requirements and carry an exercise price of \$0.75 per share.
- On November 17, 2015, the Compensation Committee, pursuant to the authority given to it by the Board and under the 2015 Intellinetics Inc. Equity Incentive Plan, approved the following annual compensation for directors, payable on January 2 of each year beginning with 2016:
 - o \$7,500 cash payment,
 - o Restricted stock equal to \$7,500 as of the date of grant, in Company shares, pursuant to the 2015 Intellinetics Inc. Equity Incentive Plan, and
 - o An additional amount of restricted stock equal to \$25,000 as of the date of grant, in Company shares, pursuant to the 2015 Intellinetics Inc. Equity Incentive Plan, payable to the Chairman of the Board for his additional services in that role.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table reflects beneficial share ownership by all of our executive officers and directors, and by any shareholders who beneficially own more than 5% of the Company's common stock.

The following table reflects beneficial share ownership by all of our executive officers and directors, and by any shareholders who beneficially own more than 5% of the Company's common stock.

The information provided in the table below is based on our records, information filed with the SEC and information provided by our directors and executive officers.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding ⁽¹⁾
DIRECTORS AND OFFICERS		
Matthew Chretien, President, CEO 2190 Dividend Drive, Columbus, OH 43228	1,537,961 ⁽²⁾	8.39%
Michael Chretien, VP of Compliance, Secretary 2190 Dividend Drive, Columbus, OH 43228	1,396,685	8.32%
Kendall D Gill, CFO 2190 Dividend Drive, Columbus, OH 43228	85,714 ⁽³⁾	*
Murray Gross, Chairman 2190 Dividend Drive, Columbus, OH 43228	1,055,712 ⁽⁴⁾	6.03%
Rye D'Orazio, Director 2190 Dividend Drive, Columbus, OH 43228	204,961	1.22%

Sophie Pibouin, Director 2190 Dividend Drive, Columbus, OH 43228	136,333(5)	*
Robert Schroeder, Director 2190 Dividend Drive, Columbus, OH 43228	598,559(6)	3.51%
Officers and Directors as a Group (7 Persons)	5,015,925(7)	27.03%
SHAREHOLDERS WITH 5% OR MORE BENEFICIAL OWNERSHIP		
Michael Taglich 275 Madison Ave., Suite 1618, New York, NY 10016	4,031,526(8)	22.37%
Robert F. Taglich 275 Madison Ave., Suite 1618, New York, NY 10016	3,645,177(9)	20.40%

* Less than 1%

- (1) Based upon 16,794,992 shares of common stock issued and outstanding, plus shares beneficially owned but not issued for each respective shareholder.
 - (2) Beneficial ownership includes 610,595 shares of common stock underlying stock options and warrants issued to Mr. Chretien but not yet exercised.
 - (3) Beneficial ownership includes 50,000 shares of common stock underlying stock options issued to Mr. Gill but not yet exercised.
 - (4) Beneficial ownership includes 703,169 shares of common stock underlying stock options and warrants issued to Mr. Gross but not yet exercised.
 - (5) Beneficial ownership includes 128,000 shares of common stock underlying stock options issued to Ms. Pibouin but not yet exercised.
 - (6) Beneficial ownership includes 272,770 shares of common stock underlying stock options and warrants issued to Mr. Schroeder but not yet exercised.
 - (7) Beneficial ownership includes 1,764,534 shares of common stock underlying stock options and warrants issued to the directors and officers but not yet exercised, as disclosed in footnotes 2 through 6.
 - (8) Beneficial ownership includes 1,225,162 shares of common stock underlying warrants issued to, or otherwise considered beneficially owned through family relationship or control by, Mr. Michael Taglich but not yet exercised.
 - (9) Beneficial ownership includes 1,074,726 shares of common stock underlying warrants issued to Mr. Robert Taglich but not yet exercised.
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OUTSTANDING EQUITY AWARDS AT 2015 FISCAL YEAR END

There were no outstanding equity awards at 2015 Fiscal Year End.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

The following is a summary of the related party transactions that Intellinetics has participated in at any time during each of the previous two fiscal years, as required to be disclosed by all Smaller Reporting Companies. Related party includes those individuals required to be listed as a related party under Item 401 of Regulation S-K.

On December 31, 2014, the Company and Ramon Shealy, a former director of the Company who resigned in 2013, agreed to extend until January 1, 2020 the maturity date of a promissory note previously issued by the Company to Mr. Shealy, with an original principal amount of \$250,000, bearing interest at a rate of 10% per annum, without changing any other terms of the promissory note. The largest aggregate amount of principal outstanding during 2015 was \$193,453, the total amount of principal paid during 2015 was \$28,654, the total amount of interest paid during 2015 was \$16,559, and the amount outstanding as of March 25, 2016 is \$156,520.

On December 31, 2014, Intellinetics and Jackie Chretien, a person related to the President & CEO of the Company, agreed to extend until January 1, 2016 the maturity date of a promissory note previously issued by the Company to Ms. Chretien, with an original principal balance of \$80,000, without changing any other terms of that promissory note. On January 1, 2016, the Company repaid in full the outstanding principal and accrued interest on this note. The largest aggregate amount of principal outstanding during 2015 was \$15,000, the amount outstanding as of March 25, 2016 is \$0, the total amount of principal paid during 2015 was \$0, and the total amount of interest paid during 2015 was \$0.

On December 31, 2014, Intellinetics and A. Michael Chretien, Secretary of the Company and VP for Compliance, agreed to extend until January 1, 2016 the maturity date of a promissory note previously issued by the Company to Mr. Chretien, without changing any other terms of that promissory note. On January 1, 2016, the Company repaid in full the outstanding principal and accrued interest on this note. The largest aggregate amount of principal outstanding during 2015 was \$40,415, the amount outstanding as of March 25, 2016 is \$0, the total amount of principal paid during 2015 was \$0, and the total amount of interest paid during 2015 was \$0.

The following convertible notes were issued by the Company to directors, officers, and shareholders holding more than 5% beneficial ownership of the Company's common stock. The terms for all of the following notes provide for interest at an annual rate of 10% until the maturity date of December 31, 2015. Pursuant to the terms of each note and in accordance with the Note Exchange (detailed below), the noteholders converted the notes into shares of common stock, par value \$0.001 per share, of the Company at a conversion rate set forth below. Any notes not paid or converted by their maturity date would have accrued interest at the annual rate of 12% from the maturity date until the date the notes were repaid in full. Any interest not paid quarterly also accrued interest at the annual rate of 12%.

<u>Name and Affiliation to Company</u>	<u>Date of Note</u>	<u>Conversion Rate per Share</u>	<u>Original Principal Balance of Note</u>	<u>Largest aggregate amount of principal outstanding during 2015</u>	<u>Amount outstanding as of March 28, 2016 (principal and interest)</u>	<u>Amount of principal paid during 2015*</u>	<u>Amount of interest paid during 2015*</u>
Matthew L. Chretien Officer and Director	6/10/2014	\$ 0.56	10,000	10,000	-0-	10,000	2,715
Robert Schroeder Director	5/9/2014	\$ 0.56	30,000	30,000	-0-	30,000	8,696
Michael Taglich 5% Shareholder	5/9/2014	\$ 0.56	30,000	30,000	-0-	30,000	8,696
Robert Taglich 5% Shareholder	5/9/2014	\$ 0.56	30,000	30,000	-0-	30,000	8,696
Michael Taglich 5% Shareholder	7/10/2014	\$ 0.56	350,534	350,534	-0-	350,534	87,509
Robert Taglich 5% Shareholder	7/10/2014	\$ 0.56	350,534	350,534	-0-	350,534	87,509

* Principal and interest were converted to equity.

The following convertible notes were issued by the Company to directors, officers, and shareholders holding more than 5% beneficial ownership of the Company's common stock. The terms for all of the following notes provide for interest at an annual rate of 6% until the maturity date of December 31, 2015. Pursuant to the terms of each note and in accordance with the Note Exchange (detailed below), the noteholders converted the notes into shares of common stock, par value \$0.001 per share, of the Company at a conversion rate set forth below. Any notes not paid or converted by their maturity date would have accrued interest at the annual rate of 12% from the maturity date until the date the notes were repaid in full. Any interest not paid quarterly also accrued interest at the annual rate of 12%.

Name and Affiliation to Company	Date of Note	Conversion Rate per Share	Original Principal Balance of Note	Largest aggregate amount of principal outstanding during 2015	Amount outstanding as of March 28, 2016 (principal and interest)	Amount of principal paid during 2015*	Amount of interest paid during 2015*
Robert Schroeder Director	10/9/2014	\$ 0.30	15,000	15,000	-0-	15,000	4,369
Michael Taglich 5% Shareholder	10/9/2014	\$ 0.30	80,000	80,000	-0-	80,000	23,303
Michael Taglich 5% Shareholder	12/17/2014	\$ 0.30	100,000	100,000	-0-	100,000	22,323
Michael Taglich 5% Shareholder	2/10/2015	\$ 0.30	50,000	50,000	-0-	50,000	8,786
Michael Taglich 5% Shareholder	3/11/2015	\$ 0.30	50,000	50,000	-0-	50,000	7,595
Robert Taglich 5% Shareholder	10/9/2014	\$ 0.30	80,000	80,000	-0-	80,000	23,303
Robert Taglich 5% Shareholder	12/17/2014	\$ 0.30	100,000	100,000	-0-	100,000	22,323
Robert Taglich 5% Shareholder	2/10/2015	\$ 0.30	50,000	50,000	-0-	50,000	8,786
Robert Taglich 5% Shareholder	3/11/2015	\$ 0.30	50,000	50,000	-0-	50,000	7,595

* Principal and interest were converted to equity.

The following convertible notes were issued by the Company to directors, officers, and shareholders holding more than 5% beneficial ownership of the Company's common stock. The terms for all the following notes provide for interest at an annual rate of 10 percent until maturity three months following the effective date, with interest payable quarterly. Pursuant to the terms of each note and in accordance with the Note Exchange (detailed below), the noteholders converted the notes into shares of common stock, par value \$0.001 per share, of the Company at a conversion rate set forth below. Any notes not paid or converted by their maturity date would have accrued interest at the annual rate of 12% from the maturity date until the date the notes were repaid in full. Any interest not paid quarterly also accrued interest at the annual rate of 12%.

Name and Affiliation to Company	Date of Note	Conversion Rate per Share	Original Principal Balance of Note	Largest aggregate amount of principal outstanding during 2015	Amount outstanding as of March 28, 2016 (principal and interest)	Amount of principal paid during 2015*	Amount of interest paid during 2015*
Michael Taglich 5% Shareholder	5/20/2015	\$ 0.6	20,000	20,000	-0-	20,000	1,524
Michael Taglich 5% Shareholder	6/3/2015	\$ 0.57	10,000	10,000	-0-	10,000	708
Michael Taglich 5% Shareholder	6/17/2015	\$ 0.57	50,000	50,000	-0-	50,000	3,274
Michael Taglich 5% Shareholder	7/15/2015	\$ 0.54	25,000	25,000	-0-	25,000	1,495
Michael Taglich 5% Shareholder	8/26/15	\$ 0.6	36,000	36,000	-0-	36,000	1,572
Michael Taglich 5% Shareholder	9/22/15	\$ 0.58	50,000	50,000	-0-	50,000	1,666
Robert Taglich 5% Shareholder	5/20/2015	\$ 0.6	20,000	20,000	-0-	20,000	1,524
Robert Taglich 5% Shareholder	6/3/2015	\$ 0.57	10,000	10,000	-0-	10,000	708
Robert Taglich 5% Shareholder	6/17/2015	\$ 0.57	50,000	50,000	-0-	50,000	3,274
Robert Taglich 5% Shareholder	7/15/2015	\$ 0.54	25,000	25,000	-0-	25,000	1,495
Robert Taglich 5% Shareholder	8/26/15	\$ 0.6	36,000	36,000	-0-	36,000	1,572
Robert Taglich 5% Shareholder	9/22/15	\$ 0.58	50,000	50,000	-0-	50,000	1,666

* Principal and interest were converted to equity.

Return to Treasury of Shares and Issuance of Contingent Warrants

On February 15, 2016, A. Michael Chretien exercised warrants to purchase 500,000 shares of common stock of the Company, from the Company, at an exercise price of \$0.007 per share. These warrants were issued as consideration for A. Michael Chretien returning to treasury 500,000 shares of common stock he owned in 2013.

Matthew L. Chretien continues to hold a four-year warrant, expiring in February 2017, to purchase 500,000 shares of common stock of the Company, from the Company, at an exercise price of \$0.007 per share. These warrants were issued as consideration for Matthew L. Chretien returning to treasury 500,000 shares of common stock he owned in 2013.

Notes payable due to related parties consist of the following:

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
The \$80,000 Jackie Chretien Note	\$ 15,000	\$ 15,000
The \$55,167 A. Michael Chretien Note	40,415	40,415
The \$250,000 Shealy Note	0	45,000
Convertible Notes Payable to Robert Schroeder	0	10,000
Convertible Note Payable to Matthew Chretien	0	560,534
Convertible Notes Payable to Michael Taglich	0	560,534
Convertible Notes Payable to Robert Taglich	0	50,000
Total notes payable - related party	<u>55,415</u>	<u>1,281,483</u>
Less current portion	<u>(55,415)</u>	<u>(1,226,068)</u>
Long-term portion of notes payable-related party	<u>\$ 0</u>	<u>\$ 55,415</u>

Sales of Equity to Related Parties

Certain related parties participated in two private placements of securities with investors.

On December 29, 2015, December 31, 2015, and January 25, 2016, the Company entered into securities purchase agreements with certain accredited investors, pursuant to which it sold an aggregate of 1,333,333 units at a price of \$1.20 per unit. Each unit consisted of two shares of the Company's common stock, par value \$0.001 per share, and a five-year warrant to purchase one share of the Company's common stock at an exercise price of \$0.65 per share (the "2015 Offering"). The following related persons participated in the 2015 Offering, on the same terms as all other investors participating in the offering:

Name of Investor	Relationship to the Company	Number of Units Purchased	Date of Transaction
Michael Taglich C/F Hope Taglich UGMA	Assets held for the benefit of a family member of Michael Taglich, who beneficially owns more than 5% of the common stock of the Company.	25,000.0	12/29/2015
Michael Taglich Cust for Lucy Taglich UTMA NY	Assets held for the benefit of a family member of Michael Taglich, who beneficially owns more than 5% of the common stock of the Company.	25,000.0	12/29/2015
Michael Taglich Custodian FBO Amanda Taglich UTMA NY until age 21	Assets held for the benefit of a family member of Michael Taglich, who beneficially owns more than 5% of the common stock of the Company.	25,000.0	12/29/2015
Michael Taglich Custodian FBO Stella Taglich UTMA until age 21	Assets held for the benefit of a family member of Michael Taglich, who beneficially owns more than 5% of the common stock of the Company.	25,000.0	12/29/2015
Murray H. Gross	Director and Chairman of the Board; Beneficially owns more than 5% of the common stock of the Company.	10,000.0	1/25/2016
Michael N. Taglich	Beneficially owns more than 5% of the common stock of the Company.	12,599.0	1/25/2016

On December 31, 2015 and January 6, 2016, the Company entered into note purchase agreements with certain accredited investors, pursuant to which it exchanged convertible notes with an aggregate principal and accrued interest balance of \$2,632,684.67 into 1) shares of the Company's common stock, par value, \$0.001 per share at the conversion rate set forth therein for each note (as detailed above), and 2) an amount of warrants equal to 50% of the principal and accrued interest converted for each note, divided by 0.6 (the 2015 Note Exchange"). Such warrants were five-year warrants to purchase shares of common stock at an exercise price of \$0.65 per share.

Name of Investor	Relationship to the Company	Amount of Principal and Interest Converted	Date of Transaction
Michael N. Taglich	Beneficially owns more than 5% of the common stock of the Company.	\$ 1,019,984.99	12/31/2015
Robert F. Taglich	Beneficially owns more than 5% of the common stock of the Company.	\$ 1,019,984.99	12/31/2015
Robert C. Schroeder	Director;	\$ 58,065.21	12/31/2015
Murray H. Gross	Director; Chairman of the Board; Beneficially owns more than 5% of the common stock of the Company.	\$ 63,802.74	12/31/2015
Matthew L. Chretien	Director; President & CEO; Beneficially owns more than 5% of the common stock of the Company.	\$ 12,714.52	12/31/2015

Service Provider Equity

On September 29, 2014, Murray H. Gross received 89,285 restricted shares of Company common stock as compensation for consulting services provided to the Company. Murray H. Gross was not a related party to the Company at the time of this transaction, but he has subsequently become a Director and Chairman of the Board of the Company (on April 30, 2015).

Indemnification of Officers and Directors

The Nevada General Corporation Law and our bylaws provide for the indemnification of directors, officers and certain other persons in the circumstances outlined below.

Actions other than by the Company

The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Company, by reason of the fact that such person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or other entity, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with the action, suit or proceeding if (i) such person is not liable for a breach of fiduciary duty involving intentional misconduct, fraud or a knowing violation of the law, or (ii) such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person (i) was liable for a breach of fiduciary duty involving intentional misconduct, fraud or a knowing violation of the law, or (ii) did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company, and that, with respect to any criminal action or proceeding, such person had reasonable cause to believe that his or her conduct was unlawful.

Actions by the Company

The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or other entity, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by such person in connection with the defense or settlement of the action or suit if (i) such person is not liable for a breach of fiduciary duty involving intentional misconduct, fraud or a knowing violation of the law, or (ii) such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Company. Indemnification may not be made for any claim, issue or matter as to which such person has been adjudged by a court of competent jurisdiction to be liable to the Company or for amounts paid in settlement to the Company, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Successful Defense

To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he or she must be indemnified by the Company against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense.

Required Approval

Any discretionary indemnification, unless ordered by a court, must be made by the Company only as authorized in the specific case upon a determination that indemnification of a director, officer, employee or agent is proper in the circumstances. The determination must be made by (i) the stockholders, (ii) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, (iii) if a majority of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion, or (iv) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

Advance of Expenses

The articles of incorporation, the bylaws, or an agreement made by the Company may provide that the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the officer or director to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Company.

Other Rights

The indemnification provisions above and the advancement of expenses (i) do not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled for either an action in his or her official capacity or an action in another capacity while holding office, except that indemnification, unless ordered by a court or for the advancement of expenses, may not be made to or on behalf of any director or officer if a final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and were material to the cause of the action, and (ii) continue for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such person.

Intellinetics has obtained liability insurance for its directors and officers covering, subject to exceptions, any actual or alleged negligent act, error, omission, misstatement, misleading statement, neglect or breach of duty by such directors or officers, individually or collectively, in the discharge of their duties in their capacities as directors and officers of the Company.

Review, Approval or Ratification of Transactions with Related Persons

The written charter for the audit committee requires that all transactions between the Company and any related person (as defined in Item 404 of Regulation S-K) be reviewed, approved, and overseen by the audit committee, which is comprised of independent directors.

Promoters and Certain Control Persons

Robert C. Schroeder, a director of the Company, is the Vice President of Investment Banking at Taglich Brothers, Inc. Robert F. Taglich and Michael N. Taglich, each beneficial owners of more than 10% of the Company's common stock, are also both principals of Taglich Brothers, Inc. In July 2014, the Company retained Taglich Brothers, Inc. as a placement agent for the sale of the convertible notes, which sale concluded a private offering of debt in the amount of \$500,000. In connection with the Offering, the Company paid Taglich Brothers, Inc. in the form of a convertible note with a principal amount of \$10,800 (with terms identical to the Convertible Notes sold in the offering), which represented an 8% commission of the gross proceeds. In addition, Taglich Brothers, Inc. earned warrants to purchase 24,107 shares of common stock, which represented 10% of the shares of common stock into which the Convertible Notes sold in the offering could be converted into at \$0.56 per share, which have an exercise price of \$0.56 per share of common stock, will be exercisable for a period of four years, contain customary cashless exercise and anti-dilution protection and are entitled to registration rights.

The Company also retained Taglich Brothers, Inc. as the exclusive placement agent for a private offering of securities (common stock and warrants) on December 29, 2015, December 31, 2015, and January 25, 2016 (the "Private Placement"), as well as a private offering of securities involving the conversion of outstanding Company convertible notes in exchange for stock and warrants (the "Note Exchange"). In connection with the offering, the Company paid Taglich Brothers, Inc. a cash payment of \$ 370,614, which represented an 8 % commission of the gross proceeds of the Private Placement and 8% commission of the total amount of principal and interest converted in the Note Exchange, and approximately \$ 30,000 for reimbursement for reasonable out of pocket expenses, FINRA filing fees and related legal fees. In addition, the Company issued warrants to the designees of Taglich Brothers, Inc. to purchase 910,216 shares of common stock, which represented 10 % of the shares of common stock sold in the Private Placement, and 10% of the shares of common stock issued in the Note Exchange. The warrants have an exercise price of \$ 0.715 per share of common stock, will be exercisable for a period of five years, contain customary cashless exercise and anti-dilution protection and are entitled to registration rights.

Director Independence

In accordance with Rule 407(c)(a)(ii) of Regulation S-K, we are not a listed issuer and we use the definition of independence as set forth in Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the NASDAQ Stock Market. We are a smaller reporting company with a small number of directors. Currently we have independent directors as a majority of our Board. It is anticipated that, in the near future, the board of directors will recruit additional independent directors to join the Board and also our Board committees. The charters our compensation committee, audit committee, and nomination and corporate governance committees require that all members of each committee be independent. Currently, Robert C. Schroeder, Rye D'Orazio, Murray Gross, and Sophie Pibouin serve as our independent directors, and collectively they comprise 100% of the membership of the audit, compensation, and nomination and corporate governance committees.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**Independent Registered Public Accountants**

Our independent registered public accountants were GBQ Partners LLC during 2015 and 2014. The following table presents fees for professional services provided by GBQ Partners LLC for audit services and other services rendered to us during the fiscal years ended December 31, 2015 and 2014.

GBQ Partners LLC	2015	2014
Audit Fees	\$ 75,178	\$ 72,927
Audit-Related Fees		
All Other Fees		
Total Fees	\$ 75,178	\$ 72,927

Audit Fees

This category includes fees associated with our annual audit and the reviews of our quarterly reports on Form 10-Q. This category also includes fees associated with advice on audit and accounting matters that arose during, or as a result of, the audit or the review of our interim financial statements, statutory audits, and services related to Securities and Exchange Commission registration statements and filings.

Audit-Related Fees

This category includes fees associated with employee benefit plan audits, internal control reviews, accounting consultations, and attestation services that are not required by statute or regulation.

Tax Fees

We did not engage GBQ Partners for tax planning for merger and acquisition activities, tax consultations, the review of income tax returns and assistance with state tax examinations.

All Other Fees

We did not engage GBQ Partners to provide any information technology services or any other services during the fiscal years ended December 31, 2015 and 2014.

Pre-Approval Policies and Procedures

Our Audit Committee specifically approved the audit and audit-related services performed GBQ Partners for the periods ended December 31, 2015 and 2014, when applicable.

For the fiscal year ending December 31, 2015, our Audit Committee pre-approved audit-related and non-audit related services not prohibited by law to be performed by our independent registered public accountants and associated fees. Audit Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Audit Committee regarding the Company's engagement of the independent auditor, provided the policies and procedures are detailed as to the particular service, the Audit Committee is informed of each service provided and such policies and procedures do not include delegation of the Audit Committee's responsibilities to the Company's management. The Audit Committee may delegate to one or more designated members of the Audit Committee the authority to grant pre-approvals, provided such approvals are presented to the Audit Committee at a subsequent meeting. If the Audit Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Audit Committee must be informed of each non-audit service provided by the independent auditor. Audit Committee pre-approval of non-audit services (other than review and attestation services) also will not be required if such services fall within available exceptions established by the SEC.

PART IV

Item 15. Exhibits, Financial Statement Schedules

Exhibit

No. Description

*31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

*31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

*filed herewith

EXHIBIT INDEX

Exhibit No.	Description
*31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

*filed herewith

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Matthew L. Chretien, certify that:

1. I have reviewed this report on Form 10-K/A of Intellinetics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 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: April 29, 2016

By: /s/ Matthew L. Chretien

President and Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kendall D. Gill, certify that:

1. I have reviewed this report on Form 10-K/A of Intellinetics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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 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: April 29, 2016

By: /s/ Kendall D. Gill

Chief Financial Officer
