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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2018

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: 001-36763

MEDOVEX CORP.

(Exact Name of Registrant as Specified in Its Charter)

Nevada	**46-3312262**
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification Number)
3060 Royal Boulevard S Ste 150 Alpharetta, Georgia	**30022**
(Address of Principal Executive Offices)	(Zip Code)

(844) 633-6839
(Registrant's Telephone Number, Including Area Code)

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.

[X] 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.)

[X] Yes [ ] No

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

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller Reporting Company [X]
(Do not check if smaller reporting company)	Emerging growth Company [X]

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

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

[ ] Yes [X] No

As of May 7, 2018, 23,376,526 shares of the registrant's common stock were outstanding.

MEDOVEX CORP.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" as defined under United States federal securities laws. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

- our ability to market, commercialize and achieve broader market acceptance for our products;
- our ability to successfully expand, and achieve full productivity from, our sales, clinical support and marketing capabilities;
- our ability to successfully complete the development of, and obtain regulatory clearance or approval for, our products; and
- the estimates regarding the sufficiency of our cash resources, our ability to obtain additional capital or our ability to maintain or grow sources of revenue.

In some cases, you can identify forward-looking statements by terms such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would," and similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these words. Although we believe that we have a reasonable basis for each forward-looking statement contained in this Quarterly Report, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain. You should also refer to the section of our Annual report on Form 10-K entitled "Risk Factors" for a discussion of important factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Quarterly Report will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. We do not undertake to update any of the forward-looking statements after the date of this Quarterly Report, except to the extent required by applicable securities laws.

MEDOVEX CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2018 (unaudited)	December 31, 2017
Assets		
Current Assets		
Cash	$ 126,362	$ 245,026
Accounts receivable	171,043	157,069
Other receivables	99,237	86,888
Inventory	306,437	294,714
Prepaid expenses	140,040	204,532
Short-term receivable	—	150,000
Total Current Assets	843,119	1,138,229
Property and Equipment, net of accumulated depreciation	80,144	87,173
Deposits	2,751	2,751
Total Assets	$ 926,014	$ 1,228,153
Liabilities and Stockholders' (Deficit) Equity		
Current Liabilities		
Interest payable	$ 70,996	$ 69,222
Accounts payable	510,770	196,171
Accounts payable to related parties	13,171	12,319
Accrued liabilities	90,000	64,000
Notes payable, current portion	110,217	132,294
Short-term note payable, net of debt discount	176,919	—
Convertible debt	100,000	—
Unearned revenue	—	1,048
Total Current Liabilities	1,072,073	475,054
Long-Term Liabilities		
Notes payable, net of current portion	22,434	38,990
Deferred rent	393	688
Total Long-Term Liabilities	22,827	39,678
Total Liabilities	1,094,900	514,732
Stockholders' (Deficit) Equity		
Preferred stock - $.001 par value: 500,000 shares authorized, no shares issued and outstanding at March 31, 2018 (unaudited), 12,740 shares issued and outstanding at December 31, 2017	—	13
Common stock - $.001 par value: 49,500,000 shares authorized, 23,207,013 and 21,163,013 shares issued and outstanding at March 31, 2018 (unaudited) and December 31, 2017, respectively	23,207	21,163
Additional paid-in capital	33,879,096	33,509,648
Accumulated deficit	(34,071,189)	(32,817,403)
Total Stockholders' (Deficit) Equity	(168,886)	713,421
Total Liabilities and Stockholders' (Deficit) Equity	$ 926,014	$ 1,228,153

See notes to condensed consolidated financial statements

MEDOVEX CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31,	
	2018	**2017**
Revenues	$ 144,182	$ --
Less: Discounts Allowed	(993)	--
Cost of Goods Sold	(98,095)	--
Gross Profit	45,094	--
Operating Expenses		
General and administrative	896,422	1,423,229
Sales and marketing	250,430	82,137
Research and development	139,124	335,440
Depreciation	7,029	6,221
Total Operating Expenses	1,293,005	1,847,027
Operating Loss	(1,247,911)	(1,847,027)
Other Expenses		
Foreign currency transaction loss	393	--
Interest expense	5,482	390,798
Total Other Expenses	5,875	390,798
Total Loss from Continuing Operations	(1,253,786)	(2,237,825)
Discontinued Operations		
Loss from discontinued operations	--	1,163
Total Loss from Discontinued Operations	--	(1,163)
Net Loss	$ (1,253,786)	$ (2,238,988)
Loss per share – Basic and Diluted:		
Continuing Operations	$ (0.06)	$ (0.14)
Discontinued Operations	--	--
Net Loss per share	$ (0.06)	$ (0.14)
Weighted average outstanding shares used to compute basic and diluted net loss per share	21,473,657	16,271,075

See notes to condensed consolidated financial statements

MEDOVEX CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF STOCKHOLDERS' (DEFICIT) EQUITY
For the three months ended March 31, 2018

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Total Stockholders' (Deficit)
	Shares	Amount	Shares	Amount	Capital	Deficit	Equity
Balance – December 31, 2017	12,740	$ 13	21,163,013	$ 21,163	$33,509,648	$ (32,817,403)	$ 713,421
Issuance of common stock pursuant to a private placement completed in February 2018	—	—	770,000	770	231,107	—	231,877
Issuance of warrants pursuant to a private placement completed in February 2018	—	—	—	—	62,623	—	62,623
Issuance of warrants in connection with short-term debt in March 2018	—	—	—	—	25,646	—	25,646
Issuance of common stock pursuant to preferred stock conversion in March 2018	(12,740)	(13)	1,274,000	1,274	(1,261)	—	—
Stock based compensation	—	—	—	—	51,333	—	51,333
Net loss	—	—	—	—	—	(1,253,786)	(1,253,786)
Balance – March 31, 2018	—	$ —	23,207,013	$ 23,207	$33,879,096	$ (34,071,189)	$ (168,886)

See notes to consolidated financial statements

MEDOVEX CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Three Months Ended March 31,	
	2018	**2017**
Cash Flows from Operating Activities		
Net loss	$ (1,253,786)	$ (2,238,988)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	7,029	6,221
Amortization of debt discount	2,565	31,772
Debt conversion expense	—	356,400
Stock based compensation	51,333	605,833
Straight-line rent adjustment	(295)	—
Changes in operating assets and liabilities, net of effects of disposition:		
Accounts receivable	(13,974)	—
Other receivables	(12,349)	—
Prepaid expenses	64,492	203,150
Inventory	(11,723)	—
Accounts payable	314,599	(5,025)
Accounts payable to related parties	852	—
Interest payable	1,774	—
Unearned revenue	(1,048)	—
Accrued liabilities	26,000	(414,800)
Net Cash Used in Operating Activities	(824,532)	(1,455,437)
Cash Flows from Investing Activities		
Payment received from Streamline note receivable	150,000	—
Expenditures for property and equipment	—	(3,080)
Net Cash Provided by (Used in) Investing Activities	150,000	(3,080)
Cash Flows from Financing Activities		
Principal payments under note payable obligations	(38,633)	(59,686)
Proceeds from issuance of common stock, net of offering costs	231,877	1,923,248
Proceeds from issuance of warrants, net of offering costs	62,623	694,812
Proceeds from issuance of convertible debt	100,000	—
Proceeds from issuance of short term loan	200,000	—
Net Cash Provided by Financing Activities	555,868	2,558,374
Net (Decrease)/Increase in Cash	(118,664)	1,099,857
Cash - Beginning of period	245,026	892,814
Cash - End of period	$ 126,362	$ 1,992,671
Supplementary Cash Flow Information		
Cash paid for interest	$ 1,931	$ 3,037
Non-cash investing and financing activities		
Financing agreement for insurance policy	$ 37,336	$ 44,701
Conversion of short-term loan to common stock	—	126,720
Issuance of common stock for consideration of cancellation of warrants	—	208,000
Issuance of warrants for conversion of notes	—	305,201
Common stock issued for board fees	—	240,000
Issuance of common stock for preferred stock conversion	1,274	411
Issuance of warrants for promissory note	25,646	—

See notes to condensed consolidated financial statements

Note 1 - Description of the Company

MedoveX Corp. (the "Company" or "MedoveX") was incorporated in Nevada on July 30, 2013 as SpineZ Corp. ("SpineZ") and changed its name to MedoveX Corp. on March 20, 2014. MedoveX is the parent company of Debride Inc. ("Debride"), which was incorporated under the laws of the State of Florida on October 1, 2012. The Company is in the business of designing and marketing proprietary medical devices for commercial use in the United States and Europe. The Company received CE marking in June 2017 for the DenerveX System and it is now commercially available throughout the European Union and several other countries that accept CE marking. The Company's first sale of the DenerveX System occurred in July 2017. The Company plans to seek approval for the DenerveX System from the Food & Drug Administration ("FDA") in the United States.

Note 2 – Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") and with the rules and regulations of the Securities and Exchange Commission ("SEC") that permit reduced disclosure for interim periods. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and, in the opinion of management, reflect all adjustments which included only normal recurring adjustments, necessary to present fairly the Company's financial position as of March 31, 2018 and the results of operations for the three months ended March 31, 2018 and 2017, and cash flows for the three months ended March 31, 2018 and 2017. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the fiscal year ended December 31, 2017, included in the Company's Annual Report on Form 10-K. The results for the three months ended March 31, 2018 are not necessarily indicative of the results to be expected for the year ending December 31, 2018 or for any other interim period or for any future year.

principles of consolidation

These unaudited condensed consolidated financial statements that present the Company's results of operations for the three months ended March 31, 2018 and 2017, and cash flows for the three months ended March 31, 2018 and 2017, include Debride and the accounts of the Company as well as its formerly wholly-owned subsidiary, Streamline Inc. ("Streamline"). All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

In preparing the financial statements, U.S. GAAP requires disclosure regarding estimates and assumptions used by management that affect the amounts reported in financial statements and accompanying notes. The Company's significant estimates include the deferred income tax asset and the related valuation allowance, and the fair value of its share based payment arrangements.

For those estimates that are sensitive to the outcome of future events, actual results could differ from those estimates.

Translation of Foreign Currencies

The Company's revenues and expenses transacted in foreign currencies are translated as they occur at exchange rates in effect at the time of each transaction. Realized gains and losses on foreign currency transactions are recorded as a component of other income or expense, net on the Company's consolidated statements of operations. The Company recorded approximately $300 in foreign currency translation expense for the three months ended March 31, 2018. The Company did not incur any foreign currency translation costs related to revenues and expenses transacted in foreign currencies for the three months ending March 31, 2017.

Foreign currency denominated monetary assets and liabilities of the Company are measured at the end of each reporting period using the exchange rate as of the balance sheet date and are recorded as a component of other income or expense, net on the Company's consolidated statements of operations. As of March 31, 2018, the Company recorded a net translation loss of approximately $100 in foreign currency denominated monetary assets and liabilities. The Company did not incur any foreign currency translation costs related to foreign currency denominated monetary assets and liabilities for the three months ending March 31, 2017.

Recently Issued Accounting Pronouncements

The Company considers the applicability and impact of all ASUs issued, both effective and not yet effective.

In May 2014, the FASB issued ASU 2014-09, "Revenue Recognition - Revenue from Contracts with Customers" (ASU 2014-09) that requires companies to recognize revenue when a customer obtains control rather than when companies have transferred substantially all risks and rewards of a good or service. This update is effective for annual reporting periods beginning on or after December 15, 2017 and interim periods therein and requires expanded disclosures. The adoption of this standard did not have a material impact on our consolidated financial statements.

In February 2016, FASB issued ASU No. 2016-02, Leases (Topic 842). The core principle of Topic 842 is that a lessee should recognize the assets and liabilities that arise from leases. ASU 2016-02 is effective for public companies for annual reporting periods beginning after December 15, 2018, and interim periods within those fiscal years. The guidance may be adopted prospectively or retrospectively and early adoption is permitted. The Company is currently assessing the impact the adoption of ASU 2016-02 will have on its consolidated financial statements.

Note 3 – Accounts Receivable

Accounts receivable primarily represent amounts due from customers for which revenue has been recognized. Generally, the Company does not require collateral or any other security to support its receivables.

Note 4 – Other Receivables

Other receivables include input and importation value added tax (VAT) paid by the Company for conducting business in the European Union ("EU") and for importing goods from outside the EU.

Note 5 - Inventory

Inventories consist only of finished goods and are valued at the lower of cost or net realizable value, using the first-in, first-out (FIFO) method.

Inventories consisted of the following items as of March 31, 2018, and December 31, 2017:

	March 31, 2018	December 31, 2017
Split Return Electrodes	$ 3,057	$ 1,868
Denervex device	148,380	111,596
Pro-40 generator	155,000	181,250
Total	$ 306,437	$ 294,714

Note 6 - Property and Equipment

Property and equipment, net, consists of the following:

	Useful Life	March 31, 2018	December 31, 2017
Furniture and fixtures	5 years	$ 67,777	$ 67,777
Computers and software	3 years	31,738	31,738
Leasehold improvements	5 years	35,676	35,676
		135,191	135,191
Less accumulated depreciation		(55,047)	(48,018)
Total		$ 80,144	$ 87,173

Depreciation expense amounted to $7,029 and $6,221, respectively, for the three months ended March 31, 2018 and 2017.

Note 7 - Equity Transactions

Stock-Based Compensation Plan

Common Stock Issuance

In November 2016, the Board authorized the issuance of shares of common stock to all Board members, both current and former, in an amount equivalent to $240,000, representing their accrued but unpaid directors' fees as of December 31, 2016. In January 2017, the Company issued an aggregate of 173,911 shares at $1.38 per share, which was the average closing price of the Company's stock during 2016, to fulfill this obligation. The closing price of the Company's stock on January 17, 2017, the day the shares were issued, was $1.16 per share.

2013 Stock Option Incentive Plan

We utilize the Black-Scholes valuation method to recognize stock-based compensation expense over the vesting period. The expected life represents the period that our stock-based compensation awards are expected to be outstanding.

For the three months ended March 31, 2018 and 2017, the Company recognized approximately $51,000 and $366,000, respectively, as compensation expense with respect to vested stock options.

Stock Option Activity

As of March 31, 2018, there were 182,824 shares of time-based, non-vested stock options outstanding. As of March 31, 2018, there was approximately $109,000 of total unrecognized stock-based compensation related to these non-vested stock options. That expense is expected to be recognized on a straight-line basis over a weighted average period of 1.57 years.

The following is a summary of stock option activity at March 31, 2018:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Term (Years)
Outstanding at 12/31/2017	1,314,059	$ 2.01	8.19
Forfeited	(136,035)	$ 1.69	—
Outstanding at 3/31/2018	1,178,024	$ 2.04	7.95
Exercisable at 3/31/2018	995,200	$ 2.13	7.89

Private Placement

On February 26, 2018, the Company entered into a securities purchase agreement with selected accredited investors whereby the Company sold an aggregate of 770,000 shares of common stock and 385,000 warrants to purchase common stock. The offering resulted in $308,000 in gross proceeds to the Company. The warrants have a five-year term commencing six months from issuance with an exercise price of $0.75. The Company allocated $62,623 to the warrants and the remainder to the issuance of the common stock. The Company incurred $13,500 in legal expenses related to the offering.

preferred Stock Conversion

On March 30, 2018, 12,740 shares of Series A Preferred Stock were converted into an aggregate of 1,274,000 restricted shares of authorized common stock, par value $0.001 per share.

Note 8 – Commitments & Contingencies

Operating Leases

Office Space

The Company pays TAG Aviation, a company owned by its Chief Executive Officer, Jarrett Gorlin ("Mr. Gorlin") for office space that is currently being used as the Company's principal business location plus utilities cost (see "Related Party Transactions") on a monthly basis. Base annual rent is $2,147 per month. Rent expense and utilities cost paid to TAG Aviation amounted to approximately $9,400 and $6,300 for the three months ended March 31, 2018 and 2017, respectively.

On July 8, 2015, the Company entered into a 3-year lease agreement for a commercial building which commenced on August 1, 2015. Base rent for the three months ended March 31, 2018 was $2,849 per month. Total lease expense for the three months ended March 31, 2018 and 2017 was approximately $8,600 related to this lease.

Future minimum lease payments under this rental agreement are approximately as follows:

For the year ending:

December 31, 2018	$	12,000
	$	12,000

Equipment

The Company renewed the non-cancelable 36-month operating lease agreement for equipment on March 23, 2018. The agreement is renewable at the end of the term and requires the Company to maintain comprehensive liability insurance. Total lease expense was approximately $900 and $700, respectively, for the three months ended March 31, 2018 and 2017.

Future minimum lease payments under this operating lease agreement are approximately as follows:

For the year ending**:**

December 31, 2018	$	1,400
December 31, 2019		1,900
December 31, 2020		1,900
December 31, 2021		500
	$	5,700

Consulting Agreements

The Company has a consulting agreement with a sales, marketing, and distribution consultant in Latin America at a fee of $7,000 per month through December 31, 2018. The Company paid $21,000 and $9,000, respectively, for the three months ended March 31, 2018 and 2017.

The Company has consulting agreements with a varying team of sales, marketing, and distribution consultants in Europe who provide consulting services for aggregate compensation amounting to approximately €21,000 (approximately $25,000) per month. The consulting agreements, while subject to modifications, commenced at separate dates and will also terminate at separate dates through April 30, 2019. The Company paid approximately $88,000 and $34,000, respectively, for the three months ended March 31, 2018 and 2017.

Generator development agreement

The Company is obligated to reimburse Bovie up to $295,000 for the development of the Pro-40 electrocautery generator. The Company paid approximately $0 and $31,000, respectively, for the three months ended March 31, 2018 and 2017 under this agreement. Through March 31, 2018, the Company has paid approximately $422,000 to Bovie related to this agreement. The original $295,000 agreement was a based number along the pathway of development. Additional requirements were added as the research and development process progressed and as a result certain prices increased and additional costs were added to further customize the DenerveX System. We are currently manufacturing the generator for sales.

Distribution center and logistic services agreement

The Company has a non-exclusive distribution center agreement with a logistics service provider in Berlin, Germany pursuant to which they shall manage and coordinate the DenerveX System products which the Company exports to the EU through June 2019. The Company pays a fixed monthly fee of €2,900 (approximately $3,500) for all accounting, customs declarations and office support, and a variable monthly fee ranging from €1,900 to €6,900 (approximately $2,300 to $8,300), based off volume of shipments, for logistics, warehousing and customer support services. Total expenses paid for the distribution center and logistics agreement was approximately $44,000 and $0, respectively, for the three months ended March 31, 2018 and 2017.

Co-Development Agreement

In September 2013, the Company executed a Co-Development Agreement with James R. Andrews, M.D. (“Dr. Andrews”) to further evaluate, test and advise on the development of products incorporating the use of the patented technology. In exchange for these services the Company is obligated to pay Dr. Andrews a royalty of 2% of revenues earned from applicable product sales over a period of 5 years. If Dr. Andrews is listed as inventor of any Improvement Patent on the DenerveX device during the 5-year term, he would continue to receive a 1% royalty after the 2% royalty expires for the duration of the effectiveness of the Improvement Patent.

The Company incurred approximately $2,900 in royalty expense under the co-development agreement for the period ended March 31, 2018, all of which was included in accounts payable at March 31, 2018. No royalties were paid to Dr. Andrews for the period ended March 31. 2017.

Patent Assignment and Contribution Agreements

On February 1, 2013, the Company issued 750,108 shares of common stock to Scott Haufe, M.D. ("Dr. Haufe") pursuant to the terms of a Contribution and Royalty Agreement dated January 31, 2013 between the Company and Dr. Haufe. This agreement provides for the Company to pay Dr. Haufe royalties equal to 1% of revenues earned from sales of any and all products derived from the use of the DenerveX technology. Royalties are payable to Dr. Haufe within 30 days after the close of each calendar quarter based on actual cash collected from sales of applicable products. The royalty period expires on September 6, 2030.

The Company incurred approximately $1,500 in royalty expense under the Contribution and Royalty agreement for the three months ended March 31, 2018, all of which was included in accounts payable at March 31, 2018. No royalties were paid to Dr. Haufe for the three months ended March 31. 2017.

Streamline Inc. Asset Sale

The asset sale of Streamline Inc. resulted in the immediate receipt of $500,000 in cash, and a $150,000 note receivable that was due to the Company on January 1, 2018. The $150,000 note receivable represents the non-contingent portion of the receivables due from the sale. The Company received the short-term receivable on January 2, 2018.

The terms of the sale also required that for each of the calendar years ending December 31, 2018 and December 31, 2019 (each such calendar year, a "Contingent Period"), a contingent payment in cash (each, a "Contingent Payment") equal to five percent (5%) of the total net sales received by the acquiring party from the sale of "IV suspension system" products in excess of 100 units during each Contingent Period. Each such Contingent Payment is payable to the Company by the acquiring party by no later than March 31st of the subsequent year; provided, however, that the total aggregate amount of all Contingent Payments owed by the acquiring party to the Company for all Contingent Periods will not exceed $850,000. The Company is yet to receive any Contingent Payments and has no reason to expect it will receive any Contingent Payments.

The Company did not incur any Streamline related expenses for the three months ended March 31, 2018. The Company recorded a nominal amount in Streamline related expenses for the three months ended March 31, 2017.

Note 9 – Short Term Liabilities

Finance Agreement

The Company entered into a commercial insurance premium finance and security agreement in December 2017. The agreement finances the Company's annual D&O insurance premium. Payments are due in quarterly installments of approximately $24,000 and carry an annual percentage interest rate of 5.98%.

The Company had an outstanding premium balance of approximately $45,000 at March 31, 2018 related to the agreement, which is included in notes payable, current portion in the consolidated balance sheets. The Company paid interest expense related to the finance agreement for the three months ended March 31, 2018 and 2017 in the amount of approximately $700 and $600, respectively.

Promissory Notes

On March 26, 2018 the Company issued a promissory note to Steve Gorlin, father of Jarrett Gorlin, the Company's CEO, for the principal amount of $200,000, plus interest, at a rate of five percent per year. The outstanding principal and all accrued but unpaid interest is due on May 15, 2018. The Company issued warrants to purchase an aggregate of 133,333 shares of common stock par value $.001 per share in conjunction with the promissory note to Mr. Gorlin. Each warrant has an exercise price of $0.75 and is exercisable for a period of five years commencing from the date of issuance. The balance of the loan at March 31, 2018 was approximately $177,000, net of discount for the warrants, and is being accreted to its $200,000 face amount over the period the loan will be outstanding.

In conjunction with the consummation of the Streamline acquisition on March 25, 2015, the Company assumed two promissory notes for approximately $135,000 and $125,000 to the Bank of North Dakota New Venture Capital Program and North Dakota Development Fund, both outside non-related parties. Payments on both notes are due in aggregate monthly installments of approximately $5,700 and carry an interest rate of 5%. Both notes have a maturity date of August 1, 2019. The promissory notes, including interest, had outstanding balances of approximately $96,000 and $104,000 at March 31, 2018 and December 31, 2017, respectively.

Expected future payments related to the promissory notes as of March 31, 2018, are approximately as follows:

For the year ending:

December 31, 2018	251,000
December 31, 2019	45,000
	$ 296,000

The Company incurred interest expense related to the promissory notes for the three months ended March 31, 2018 and 2017 in the amount of approximately $1,200 and $2,300, respectively. The Company had unpaid accrued interest in the amount of approximately $70,000 and $69,000 at March 31, 2018 and 2017, respectively, related to the promissory notes.

Convertible Debenture

On January 31, 2018, the Company issued a 5% convertible debenture in exchange for $100,000. The debenture accrues interest at 5% per annum. Principal and interest are due on January 30, 2019. The debenture is convertible at the option of the holder into shares of the Company's common stock at a conversion rate equivalent to 85% of the average closing price of the Company's common stock for the 20 days preceding the conversion.

The Company recognized approximately $800 in unpaid accrued interest related to the convertible debenture at March 31, 2018. The convertible debenture was subsequently converted to shares of common stock on April 26, 2018. See Note 16.

Note 10 – Revenue

The Company sells the DenerveX System through a combination of direct sales and independent distributors in international markets. The Company recognizes revenue when title to the goods and risk of loss transfers to customers, provided there are no material remaining performance obligations required of the Company or any matters of customer acceptance. We only record revenue when collectability is reasonably assured.

Revenue recognition occurs at the time product is shipped to customers from the third-party distribution warehouse located in Berlin, Germany. Our stocking distributors, who sell the products to their customers or sub-distributors, contractually take title to the products and assume all risks of ownership at the time of shipment. Our stocking distributors are obligated to pay us the contractually agreed upon invoice price within specified terms regardless of when, if ever, they sell the products. Our direct customers do not have any contractual rights of return or exchange other than for defective product or shipping error.

Note 11 – Common Stock Warrants

Fair value measurement valuation techniques, to the extent possible, should maximize the use of observable inputs and minimize the use of unobservable inputs. The Company's fair value measurements of all warrants are designated as Level 2 since all the significant inputs are observable and quoted prices were available for the four comparative companies in an active market.

A summary of the Company's warrant issuance activity and related information for the three months ended March 31, 2018 is as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
Outstanding at 12/31/2017	7,194,215	$ 1.74	3.4
Issued	518,333	$ 0.75	4.93
Outstanding and exercisable at 3/31/2018	7,712,548	$ 1.67	3.23

The fair value of all warrants issued are determined by using the Black-Scholes-Merton valuation technique and were assigned based on the relative fair value of both the common stock and the warrants issued.

The inputs used in the Black-Scholes-Merton valuation technique to value each of the warrants issued at March 31, 2018 as of their respective issue dates are as follows:

Event Description	Date	MDVX Stock Price	Exercise Price of Warrant	Grant Date Fair Value	Life of Warrant	Risk Free Rate of Return (%)	Annualized Volatility Rate (%)
Private Placement	2/26/18	$ 0.51	$ 0.75	$ 0.20	5 years	2.60	55.91
Short-term debt	3/26/18	$ 0.53	$ 0.75	$ 0.22	5 years	2.64	56.57

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Note 12 - Income Taxes

For the period from February 1, 2013 (inception) to March 31, 2018, the Company has incurred net losses and, therefore, has no current income tax liability. The net deferred tax asset generated by these losses, which principally consist of start-up costs deferred for income tax purposes, is fully reserved as of March 31, 2018 and December 31, 2017, since it is currently more likely than not that the benefit will not be realized in future periods.

The Company is required to file federal income tax returns and state income tax returns in the states of Florida, Georgia and Minnesota. There are no uncertain tax positions at March 31, 2018 or December 31, 2017. The Company has not undergone any tax examinations since inception.

Note 13 - Related-Party Transactions

Patent Assignment and Royalty Agreements

The Company has a Contribution and Royalty Agreement with Dr. Haufe, a director of the Company. The agreement provides for the Company to pay Dr. Haufe royalties equal to 1% of revenues received by the Company from sales of all products derived from the use of the DenerveX technology. The Company incurred approximately $1,500 in royalty expense under the Contribution and Royalty agreement for the three months ended March 31, 2018, all of which was included in accounts payable at March 31, 2018. No royalties were earned or paid to Dr. Haufe for the three months ended March 31. 2017.

Co-Development Agreement

The Company entered into a Co-Development Agreement with Dr. Andrews, a director of the Company, in September 2013. The agreement provides for the Company to pay Dr. Andrews a royalty of 2% of the Company's net sales earned from applicable product sales for at least 5 years from the effective date of the agreement The Company incurred approximately $2,900 in royalty expense under the co-development agreement for the three months ended March 31, 2018, all of which was included in accounts payable at March 31, 2018. No royalties were earned or paid to Dr. Andrews for the three months ended March 31, 2017.

Operating Lease

As described in Note 9, the Company pays TAG Aviation LLC, ("TAG"), a company owned by Mr. Gorlin, for month to month rental of office space at Dekalb-Peachtree Airport in Atlanta Georgia plus cost of utilities. Base rent payments under this arrangement is $2,147 per month. Rent expense and utilities expenses incurred by TAG Aviation amounted to approximately $9,400 and $6,300 for the three months ended March 31, 2018 and 2017, respectively. Approximately $6,300 was included in accounts payable as of March 31, 2018.

Note 14 - Research and Development

Devicix Prototype Manufacturing Agreement

In November 2013, the Company accepted a proposal from Devicix, a Minneapolis, Minnesota based FDA registered contract designer and developer, to develop a commercially viable prototype of its product that could be used to receive regulatory approval from the FDA and other international agencies for use on humans to relieve pain associated with Facet Joint Syndrome. Through March 31, 2018, the Company has incurred approximately $1,881,000 in fees to Devicix, of which approximately $18,000 and $96,000, respectively, was included in accounts payable as of March 31, 2018 and 2017.

The development work commenced in December 2013. The total estimated cost of this work at contract signing was $960,000; however, the terms of the proposal allow either the Company or the designer and developer to cancel the development work with 10-days' notice.

The Company incurred expenses of approximately $32,000 and $206,000, respectively, for the three months ended March 31, 2018 and 2017.

Denervex Generator Manufacturing Agreement

The DenerveX device requires a custom electrocautery generator for power. As described in Note 9, in November 2014, the Company contracted with Bovie to customize one of their existing electrocautery generators for use with DenerveX Device, and then manufacture that unit on a commercial basis once regulatory approval for the DenerveX is obtained. The Bovie agreement required a base $295,000 development fee to customize the unit, plus additional amounts if further customization was necessary beyond predetermined estimates.

The Company paid approximately $0 and $31,000, respectively, for the three months ended March 31, 2018 to Bovie. Approximately $2,000 was included in accounts payable as of March 31, 2018.

Through March 31, 2018, the Company has paid approximately $422,000 to Bovie related to this agreement.

Nortech Manufacturing Agreement

In November 2014, the Company selected Nortech Systems Inc. ("Nortech"), a Minneapolis, Minnesota based FDA registered contract manufacturer, to produce 315 DenerveX devices from the prototype supplied by Devicix for use in final development and clinical trials. The agreement with Nortech includes agreed upon per unit prices for delivery of the devices. Actual work on development of the final units began in November 2014.

The Company incurred fees of approximately $102,400 to Nortech for the three months ended March 31, 2018, all of which was included in accounts payable at March 31, 2018. The Company paid approximately $72,000 to Nortech for the three months ended March 31, 2017.

Through March 31, 2018, we have incurred expenses of approximately $993,000 to Nortech, of which approximately $232,000 was included in accounts payable as of March 31, 2018.

Note 15– Liquidity, Going Concern and Management's Plans

The Company incurred a net loss of approximately $1,254,000 and $2,239,000 for the three months ended March 31, 2018 and 2017, respectively. The Company will continue to incur losses until it can sell a sufficient enough volume of the DenerveX System with margins sufficient to offset expenses.

To date, the Company's primary source of funds has been from the issuance of debt and equity.

The Company will require additional cash in 2018 and is currently exploring other fundraising options. No assurances can be provided regarding the success of such efforts. Furthermore, if the Company is unable to raise sufficient financing in 2018, it could be required to undertake initiatives to conserve its capital resources, including delaying or suspending the launch of its product outside the United States and seeking FDA approval to sell its product in the United States. Delaying or suspending these initiatives would raise substantial doubt about the Company's ability to continue as a going concern.

The financial statements do not include any adjustments to the carrying amounts of its assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 16 - Subsequent Events

On April 26, 2018, the Company's $100,000 5% convertible debenture and unpaid accrued interest was converted into an aggregate of 266,301 shares of common stock, eliminating the Company's debt obligation. The debt was converted into shares at $0.38 per share, which was 85% of the average closing price of the Company's stock during the twenty trading days immediately preceding the delivery of the notice of conversion. The market value of the common stock on the date of the conversion was $0.40. This lead to an immaterial amount related to a beneficial conversion feature.

In May 2018, the Company entered into a Unit Purchase Agreement with selected accredited investors whereby the Company had the right to sell in a private placement up to $1,000,000 in units. Each unit had a purchase price of $100,000 and consisted of (i) 1,000 shares of 5% Series B Convertible Preferred Common Stock, $0.001 par value per share, and (ii) 250,000 warrants, $0.001 par value per share to purchase Common Stock at $0.75 per share for a period of three years. Each Series B Share is convertible into 300 shares of Common Stock at a conversion price of $0.40 per share. The Series B Shares also entitle the holders to a 5% annual dividend.

The offering resulted in gross proceeds of $350,000 and resulted in the issuance of an aggregate of 3,500 shares of 5% Series B Convertible Preferred Stock and warrants to purchase 875,000 shares.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and the notes thereto appearing in Part I, Item 1 of this Quarterly Report. Historical results and trends that might appear in this Quarterly Report should not be interpreted as being indicative of future operations.

Overview

MedoveX was incorporated in Nevada on July 30, 2013 as SpineZ Corp. MedoveX is the parent company of Debride, which was incorporated under the laws of Florida on October 1, 2012. The Company is in the business of designing and marketing proprietary medical devices for commercial use in the United States and Europe. The Company received CE marking in June 2017 for the DenerveX System and it is now commercially available throughout the European Union and several countries that accept CE marking. The Company's first sale of the DenerveX System occurred in July 2017. The Company is currently seeking approval for the DenerveX System from the FDA in the US.

DenerveX

The DenerveX® System consists of the DenerveX Kit and the DenerveX Power Pro-40 generator. We believe that the DenerveX System can be developed in the future to encompass a number of medical applications in addition to the current application for facet joint syndrome, including pain relief.

The Company acquired the DenerveX patent on January 31, 2013 from Scott Haufe, M.D. ("Dr. Haufe"), a director of the Company, in exchange for 750,108 shares of common stock in the Company and a 1% royalty on all sales of any product sold based on the patent.

In September 2013, we entered into a Co-Development Agreement with James Andrews, M.D. ("Dr. Andrews"), a director of the Company, whereby Dr. Andrews committed to further evaluate the DenerveX System and to seek to make modifications and improvements to such technology. In exchange for such services, the Company agreed to pay Dr. Andrews a royalty equal to two (2%) percent of the DenerveX net sales during the five (5) year term of the Co-Development Agreement. Upon the termination of the term of the Co-Development Agreement, which has a minimum term of five (5) years, the royalty payable to Dr. Andrews shall be reduced to one (1%) percent of DenerveX net sales after such termination of products covered by any U.S. patent on which Dr. Andrews is listed as a co-inventor; if any such patents are obtained. Such one (1%) percent royalty shall continue during the effectiveness of such patent. Pursuant to the Co-Development Agreement, Dr. Andrews agreed to assign any modifications or improvements to the DenerveX to the Company subject to the royalty rights described above.

We are marketing the product as a disposable, single-use kit which includes all components of the DenerveX device product. In addition to the DenerveX device itself, we have developed a dedicated Electro Surgical Generator, the DenerveX Pro-40, to power the DenerveX device.

The generator is provided to customers agreeing to purchase the DenerveX device and cannot be used for any other purpose.

We accepted a proposal from Devicix, a Minneapolis, Minnesota third party design and development firm, in November 2013, to develop a prototype device. This proposal included a 5-phase development plan, culminating in the production ready prototype that could be used for validation purposes. We have recently completed the final stages of the build and test phase of the device, culminating in receiving CE marking to market the product in Europe. The DenerveX Kit and Pro-40 generator is now in commercial production. We anticipate very minimal, if any, additional build and test related expenses, which consists of product design verification activities, in the future as we launch the DenerveX System in Europe. Through March 31, 2018, we have paid approximately $1,881,000 to Devicix.

In November 2014, we selected Nortech Systems Inc. ("Nortech"), a Minneapolis, Minnesota based FDA registered contract manufacturer, to produce test DenerveX devices from the prototype supplied by Devicix for use in final development and non-clinical testing. The agreement with Nortech includes agreed upon per unit prices for delivery of the devices. Actual work on development of the final units began in November 2014. Through March 31, 2018, we have paid approximately $993,000 to Nortech. We are now in commercial production.

Also in November 2014, we engaged Bovie Medical Corporation ("Bovie"), a Delaware Corporation, to develop the Electro Surgical Generator and provide post production support services. Per our agreement with Bovie, we are invoiced based on deliverables produced by Bovie, which was originally supposed to amount to $295,000 upon completion of all the deliverables. Through March 31, 2018, we have paid approximately $422,000 to Bovie for production services. The original $295,000 agreement was a base number along the pathway of development. Additional requirements were incurred as the research and development process progressed and as a result certain prices increased and additional costs were incurred to further customize the DenerveX System. Development of the generator is now complete, and it is currently in commercial production.

The Company has completed the final stages of the development and verification of the DenerveX Device and the DenerveX Pro-40 power generator as a system.

Regulatory Approval

The Company received CE marking in June 2017 for the DenerveX System. It can now be sold throughout the European Union and countries that accept CE Mark.

In March 2018, the Company received INVIMA registration approval in Columbia for the Denervex System which allows the company to now market the product in Columbia.

The Company is currently seeking marketing clearance from the FDA for commercialization of the DenerveX System in the US.

Aside from the European Union, we may seek regulatory approval for commercialization of the DenerveX System from Peru, Argentina, Mexico, Turkey, Israel, New Zealand, Australia and other countries. The documentation required to accompany the CE Mark to obtain regulatory approval in the aforementioned countries may include copies of the ISO 13485 certification, the SGS certificate of approval and a statement of Good Manufacturing Practices ("GMP").

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our condensed consolidated financial statements, which we have been prepared in accordance with United States generally accepted accounting principles. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and judgments, including those described in greater detail below.

We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in more detail in the notes to our consolidated financial statements for the fiscal year ended December 31, 2017, included in the Company's Annual Report on Form 10K.

Factors Which May Influence Future Results of Operations

The following is a description of factors that may influence our future results of operations, and that we believe are important to an understanding of our business and results of operations.

Revenue; Cost of Revenue and Gross Profit

The Company's first sale of the DenerveX System occurred in July 2017. We recorded gross revenue for the three months ended March 31, 2018 of $144,182.

The Company sells the DenerveX System through a combination of direct sales and independent distributors in international markets. The Company recognizes revenue at the time product is shipped to customers from the third-party distribution warehouse in Berlin, Germany. We believe this action satisfies the performance obligation as outlined in new revenue recognition standards.

The DenerveX Device is manufactured by Nortech in Minneapolis, MN and subsequently shipped to the third-party warehouse in packages of five units per one package. Our independent distributors then order the DenerveX Devices as single units at specified prices as outlined in their distribution agreements. The international distribution agreements also specify the pricing for which the independent distributor is to sell the DenerveX Device to their end-user customers.

The Pro-40 Generator is manufactured in Bulgaria and shipped to the third-party warehouse as single units. The generators are typically provided for use to customers at no cost, however, demo units can be purchased by customers for which the Company records in revenue and cost of sales and removes the demo units from inventory.

Our independent distribution customers place initial purchase orders for minimum stocking quantities of both the DenerveX Devices and Pro-40 Generators as agreed upon per their signed international distribution agreements. Subsequent stocking orders are required to be placed initially at specified dates and quantities based upon projected end-user sales volumes. Stocking orders thereafter are required to be placed quarterly based off actual end-user sales volumes.

Cost of sales as a percentage of revenue was approximately 68% resulting in a gross profit margin of approximately 31%.

Operating Expenses

We classify our operating expenses into four categories: research and development, sales and marketing, general and administrative, and depreciation.

Research and Development Expenses

Research and development costs and expenses consist primarily of fees paid to external service providers, laboratory supplies, costs for facilities and equipment, and other costs for regulatory, patent, and research and development activities. For the three months ended March 31, 2018 and 2017, the Company incurred approximately $139,000 and $335,000, respectively, in research and development expenses. Research and development expenses are recorded in operating expenses in the period in which they are incurred.

We monitor levels of performance under each significant contract for external service providers, including the extent of patient enrollment and other activities through communications with the service providers to reflect the actual amount expended.

General and Administrative Expenses

For the three months ended March 31, 2018 and 2017, the Company incurred approximately $458,000 and $456,000, respectively, in personnel costs.

Professional fees were approximately $397,000 and $443,000, respectively, for the three months ended March 31, 2018 and 2017. Professional fees consist primarily of accounting, legal, patent and public company compliance costs as well as regulatory costs incurred to maintain CE Mark in Europe.

General and administrative related travel expenses were approximately $7,000 and $22,000, respectively, for the three months ended March 31, 2018 and 2017.

We anticipate that our general and administrative expenses will continue at a comparable rate in the future to support clinical trials, commercialization of our product candidate and continued costs of operating as a public company.

Sales and Marketing Expenses

For the three months ended March 31, 2018 and 2017, the Company incurred approximately $250,000 and $82,000, respectively, in sales and marketing expenses. Sales and marketing expense consists primarily of travel related expenses and fees paid to vendors for tradeshows and consultants in correlation with the launch and commercialization of the DenerveX System in Europe. We expect these expenses will continue to increase as we launch the product in new markets and expand penetration in existing markets.

Depreciation and Amortization

Depreciation and amortization expense are recorded in the period in which they are incurred. The Company recognized approximately $7,000 and $6,000, respectively, in depreciation and amortization expense for the three months ended March 31, 2018 and 2017.

Results of Continued Operations

Three Months Ended March 31, 2018 Compared to the Three Months Ended March 31, 2017.

Total operating expenses decreased approximately $554,000, or 30%, to approximately $1,293,000 for the three months ended March 31, 2018, as compared to approximately $1,847,000 for the three months ended March 31, 2017. The overall decrease in operating expenses is the result of intentional spending cut-backs in order to preserve working capital due to low cash balances. Additionally. research and development and regulatory expenses are lower as we completed the final stages of the development and verification of the DenerveX System and have received CE Mark certification. Sales & Marketing expenses increased as we entered commercial production of the DenerveX System and launched our product in Europe. We continued to incur similar costs associated with being a public entity.

Results of Discontinued Operations

We did not incur any operating losses related to the disposition of Streamline for the three months ended March 31, 2018. Our discontinued operations generated net losses of approximately $1,200 for the three months ended March 31, 2017.

Funding Requirements

We anticipate our cash expenditures will remain relatively consistent as we continue to operate as a publicly traded entity and as we move forward with the recent commercialization of the DenerveX System onto clinical trial studies. We expect future cash flow expenditures to increase if the FDA requires a de novo regulatory path, instead of a 510(k) approval.

To the extent our available cash is insufficient to satisfy our long-term operating requirements, we will need to seek additional sources of funds from the sale of equity or debt securities or through a credit facility, or we will need to modify our current business plan. There can be no assurances that we will be able to obtain additional financing on commercially reasonable terms, if at all.

The sale of additional equity or convertible debt securities would likely result in dilution to our current stockholders.

Going Concern

Our independent registered public accounting firm has included an explanatory paragraph with respect to our ability to continue as a going concern in its report on our consolidated financial statements for the years ended December 31, 2017 and 2016. The presence of the going concern explanatory paragraph suggests that we may not have sufficient liquidity or minimum cash levels to operate the business. Since our inception, we have incurred losses and anticipate that we will continue to incur losses until our products can generate enough revenue to offset our operating expenses. We received approximately $350,000 in gross proceeds in a private placement of 5% Series B Preferred Convertible Stock in May 2018. We believe these funds will be sufficient to maintain uninterrupted operations while we pursue our near term operational plans and pursue other fund-raising initiatives that will be required in 2018. No assurances can be provided regarding the success of such efforts. Furthermore, if the Company is unable to raise sufficient financing in 2018, it could be required to undertake initiatives to conserve its capital resources. If we are required to conserve resources or curtail production, there could be substantial doubt about the Company's ability to continue as a going concern.

Liquidity and Capital Resources

Since our inception, we have incurred losses and anticipate that we will continue to incur losses in the foreseeable future.

While we expect our research and development costs for the DenerveX System to dissipate, we also anticipate increased expenditures for clinical trials to obtain FDA approval of the DenerveX System as well as expenses related to the commercial launch of the DenerveX system. We will need additional cash to fully fund these activities.

Sources of Liquidity

Equity

On February 26, 2018, the Company entered into a securities purchase agreement with selected accredited investors whereby the Company sold an aggregate of 770,000 shares of common stock and 385,000 warrants to purchase common stock. The offering resulted in $308,000 in gross proceeds to the Company. The warrants have a five-year term commencing six months from issuance with an exercise price of $0.75.

In May 2018, the Company entered into a Unit Purchase Agreement with selected accredited investors whereby the Company had the right to sell in a private placement up to $1,000,000 in units. Each unit had a purchase price of $100,000 and consisted of (i) 1,000 shares of 5% Series B Convertible Preferred Common Stock, $0.001 par value per share, and (ii) 250,000 warrants, $0.001 par value per share to purchase Common Stock at $0.75 per share for a period of three years. Each Series B Share is convertible into 300 shares of Common Stock at a conversion price of $0.40 per share. The Series B Shares also entitle the holders to a 5% annual dividend.

The offering resulted in gross proceeds of $350,000 and resulted in the issuance of an aggregate of 3,500 shares of 5% Series B Convertible Preferred Stock and warrants to purchase 875,000 shares.

Debt

On January 31, 2018, the Company issued a 5% convertible debenture in exchange for $100,000. The debenture accrues interest at 5% per annum. Principal and interest are due on January 30, 2019. The denture is convertible at the option of the holder into shares of the Company's common stock at a conversion rate equivalent to 85% of the average closing price of the Company's common stock for the 20 days preceding the conversion.

On March 26, 2018 the Company issued a promissory note to Steve Gorlin, father of Jarrett Gorlin, the Company's CEO, for the principal amount of $200,000, plus interest, at a rate of five percent per year. The outstanding principal and all accrued but unpaid interest is due on May 15, 2018. The Company issued warrants to purchase an aggregate of 133,333 shares of common stock par value $.001 per share in conjunction with the promissory note. Each warrant has an exercise price of $0.75 and is exercisable for a period of five years commencing from the date of issuance.

Working Capital (Deficit) Surplus

	March 31, 2018	December 31, 2017
Current Assets	$ 843,000	$ 1,138,000
Current Liabilities	1,072,000	475,000
Working Capital (Deficit) Surplus	$ (229,000)	$ 663,000

Cash Flows

Cash activity for the three months ended March 31, 2018 and 2017 is summarized as follows:

	Three Months Ended March 31,	
	2018	2017
Cash used in operating activities	$ (825,000)	$ (1,455,000)
Cash provided by (used in) investing activities	150,000	(3,000)
Cash provided by financing activities	556,000	2,558,000
Net (decrease) increase in cash and cash equivalents	$ (119,000)	$ 1,100,000

As of March 31, 2018, the Company had approximately $126,000 of cash on hand.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as defined in Regulation S-K Item 303(a)(4) during the periods presented, investments in special-purpose entities or undisclosed borrowings or debt. Additionally, we are not a party to any derivative contracts or synthetic leases.

Contractual Obligations and Commercial Commitments

The Company has long term contractual obligations for the two promissory notes issued to the Bank of North Dakota New Venture Capital Program and North Dakota Development Fund. Both Notes from the Bank of North Dakota New Venture Capital Program and North Dakota Development were assumed in conjunction with the consummation of the Streamline acquisition on March 25, 2015, and require combined monthly principal and interest payments of $5,661 into the third quarter of 2019.

The Company issued a 5% convertible debenture in exchange for $100,000. The debenture accrues interest at 5% per annum. Principal and interest are due on January 30, 2019.

The Company issued a promissory note to Steve Gorlin, father of Jarrett Gorlin, the Company's CEO, for the principal amount of $200,000, plus interest, at a rate of five percent per year. The outstanding principal and all accrued but unpaid interest is due on May 15, 2018.

The Company rents commercial office space in Alpharetta, GA. Base annual rent is currently set at $2,849 per month and the lease term ends July 31, 2018.

The Company also currently reimburses its CEO, Jarrett Gorlin, for the lease of executive office space at a cost of $2,147 per month, which it believes is at fair market value.

The Company has consulting agreements with three sales, marketing, and distribution consultants in Europe who provide consulting services for aggregate compensation amounting to approximately €27,500 (approximately $33,000) per month. The consulting agreements, while subject to modifications, commenced at separate dates and will also terminate at separate dates through April 2019.

The Company has a distribution center agreement with a logistics service provider in Berlin, Germany pursuant to which they shall manage and coordinate the DenerveX System products which the Company exports to the EU through June 2019. The Company pays a fixed monthly fee of €2,900 (approximately $$3,500) for all accounting, customs declarations and office support, and a variable monthly fee ranging from €1,900 to €6,900 (approximately $2,300 to $8,300), based off volume of shipments, for logistics, warehousing and customer support services.

Officer Resignation

On February 2, 2018, the Company received a resignation letter from Mr. Patrick Kullmann from his position as Chief Operating Officer of the Company. There were no disagreements between Mr. Kullmann and the Company. The Company has an agreement with Mr. Kullmann to continue to work with the Company in an advisory capacity through July 31, 2018. The agreement can be cancelled by either party with 30 days' notice.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

Our management assessed the effectiveness of our internal control over financial reporting as of March 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework*. Based on our assessment, management concluded no control deficiencies existed that constituted any material weaknesses in internal control over financial reporting and our disclosure controls.

Changes in Internal Control Over Financial Reporting

During the quarter ended March 31, 2018, there were no changes in our internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

We are not a party to any pending legal proceeding, nor is our property the subject of a pending legal proceeding. None of our directors, officers or affiliates are involved in a proceeding adverse to our business or has a material interest adverse to our business.

ITEM 1A. RISK FACTORS.

We are a smaller reporting company as defined by 17 CFR 229.10(f)(1). Thus, we are not required to provide information under this item.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS.

The exhibits listed in the accompanying Exhibit Index are filed, furnished or incorporated by reference as part of this Quarterly Report on Form 10-Q.

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.

Date: May 11, 2018

MEDOVEX CORP

By: */s/ Jarrett Gorlin*
Jarrett Gorlin
Chief Executive Officer
(Principal Executive Officer)

By: */s/ Charles Farrahar*
Charles Farrahar
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

EXHIBIT INDEX

31.1	Section 302 Certification of Principal Executive Officer*
31.2	Section 302 Certification of Principal Financial Officer*
32.1	Section 906 Certification of Principal Executive Officer and Principal Financial Officer***
101.INS	XBRL Instance Document **
101.SCH	XBRL Taxonomy Extension Schema Document **
101.CAL	XBRL Taxonomy Calculation Linkbase Document **
101.LAB	XBRL Taxonomy Labels Linkbase Document **
101.PRE	XBRL Taxonomy Presentation Linkbase Document **
101.DEF	XBRL Definition Linkbase Document **

* Filed herewith.

** Pursuant to Rule 406T of Regulation S-T adopted by the SEC, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise are not subject to liability under these sections.

*** This certification is being furnished solely to accompany this Quarterly Report pursuant to 18 U.S.C. Section 1350, and it is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) UNDER
THE SECURITIES EXCHANGE ACT OF 1934

I, Jarrett Gorlin, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2018 of MedoveX Corp.;

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

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

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

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

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

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

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

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

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

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

Date: May 11, 2018

/s/ Jarrett Gorlin
Jarrett Gorlin,
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) UNDER
THE SECURITIES EXCHANGE ACT OF 1934

I, Charles Farrahar, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended March 31, 2018 of MedoveX Corp.;

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

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

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

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

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

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

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

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

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

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

Date: May 11, 2018

/s/ Charles Farrahar
Charles Farrahar,
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934 AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE

Each of the undersigned, Jarrett Gorlin and Charles Farrahar, certifies pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code, that (1) this quarterly report on Form 10-Q for the quarter ended March 31, 2018, of MedoveX Corp. (the "Company") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, and (2) the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 11, 2018

/s/ Jarrett Gorlin
Jarrett Gorlin,
Chief Executive Officer

/s/ Charles Farrahar
Charles Farrahar,
Chief Financial Officer