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

FORM 10-Q

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

For the quarterly period ended **June 30, 2016**

OR

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

For the transition period from ________________ to ________________

Commission File Number: 000-33155

COATES INTERNATIONAL, LTD.
(Exact name of registrant as specified in its charter)

Delaware	**22-2925432**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2100 Highway 34, Wall Township, New Jersey 07719
(Address of principal executive offices) (Zip Code)

(732) 449-7717
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

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

Yes ☒ No ☐

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

Large accelerated filer	☐		Accelerated filer Non-accelerated filer	☐
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 Exchange Act.)

Yes ☐ No ☒

As of August 8, 2016, the Registrant had 2,595,183,814 shares of its common stock, par value $0.0001 per share issued and outstanding.

COATES INTERNATIONAL, LTD.
QUARTERLY REPORT ON FORM 10-Q

CONTENTS

JUNE 30, 2016

		Page
PART 1 – FINANCIAL INFORMATION		
Item 1.	Financial Statements:	
	Balance Sheets	1
	Statements of Operations	2
	Condensed Statements of Cash Flows	3
	Notes to Financial Statements	4-22
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	23-33
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	33
Item 4.	Controls and Procedures	33
PART II – OTHER INFORMATION		
Item 1.	Legal Proceedings	34
Item 1A.	Risk Factors	34
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	34
Item 3.	Defaults Upon Senior Securities	34
Item 4.	Mine Safety Disclosures	34
Item 5.	Other Information	34
Item 6.	Exhibits	34
SIGNATURES		35

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Coates International, Ltd.
Balance Sheets

	June 30, 2016 (Unaudited)	December 31, 2015
Assets		
Current Assets		
Cash	$ 5,231	$ 29,207
Inventory, net	246,545	218,018
Other current assets	4,382	9,117
Total Current Assets	256,158	256,342
Property, plant and equipment, net	2,098,751	2,108,990
Deferred licensing costs, net	40,307	42,449
Total Assets	$ 2,395,216	$ 2,407,781
Liabilities and Stockholders' Deficiency		
Current Liabilities		
Accounts payable and accrued liabilities	$ 2,265,656	$ 2,022,568
Promissory notes to related parties	1,493,882	1,455,882
Deferred compensation payable	1,080,763	922,144
Convertible promissory notes, net of unamortized discount	238,782	408,110
Derivative liability related to convertible promissory notes	215,146	632,927
Unearned revenue	150,595	150,595
Current portion of license deposits	60,725	60,725
Mortgage loan payable	60,000	60,000
Current portion of finance lease obligation, net of unamortized discount	-	19,349
Total Current Liabilities	5,565,549	5,732,300
Non-current portion of mortgage loan payable	1,298,158	1,328,159
Non-current portion of license deposits	636,775	646,375
Total Liabilities	7,500,482	7,706,834
Commitments and Contingencies	-	-
Stockholders' Deficiency		
Preferred stock, $0.001 par value, 100,000,000 shares authorized:		
Series A Preferred Stock, 1,000,000 shares designated, 50,000 shares issued and outstanding at June 30, 2016 and December 31, 2015	50	50
Series B Convertible Preferred Stock, 25,000,000 and 5,000,000 shares designated, 7,424,618 and 3,492,749 shares issued and outstanding at June 30, 2016 and December 31, 2015, respectively	7,425	3,493
Common Stock, $0.0001 par value, 12,000,000,000 shares authorized, 1,743,658,394 shares issued and outstanding at June 30, 2016 and 2,000,000,000 shares authorized, 1,036,791,116 shares issued and outstanding at December 31, 2015	174,366	103,679
Additional paid-in capital	55,095,885	51,564,723
Accumulated deficit	(60,382,992)	(56,970,998)
Total Stockholders' Deficiency	(5,105,266)	(5,299,053)
Total Liabilities and Stockholders' Deficiency	$ 2,395,216	$ 2,407,781

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

Coates International, Ltd.
Statements of Operations
(Unaudited)

	For the Three Months Ended June 30, 2016	For the Three Months Ended June 30, 2015	For the Six Months Ended June 30, 2016	For the Six Months Ended June 30, 2015
Sublicensing fee revenue	$ 4,800	$ 4,800	$ 9,600	$ 9,600
Total Revenues	4,800	4,800	9,600	9,600
Expenses:				
Research and development costs	96,961	95,833	188,523	189,744
Compensation and benefits	1,026,156	3,557,777	2,857,972	5,786,012
General and administrative expenses	146,477	129,090	223,555	277,297
Depreciation and amortization	11,124	11,797	23,873	27,759
Total Operating Expenses	1,280,718	3,794,497	3,293,923	6,280,812
Loss from Operations	(1,275,918)	(3,789,697)	(3,284,323)	(6,271,212)
Other Income (Expense):				
Decrease in estimated fair value of embedded derivative liabilities	296,703	27,863	417,781	71,895
Loss on conversion of convertible notes	(43,650)	(133,566)	(70,030)	(238,070)
Interest expense, net	(231,462)	(128,735)	(475,422)	(401,517)
Total Other Income (Expense)	21,591	(234,438)	(127,671)	(567,692)
Loss Before Income Taxes	(1,254,327)	(4,024,135)	(3,411,994)	(6,838,904)
Provision for income taxes	-	-	-	-
Net Loss	$ (1,254,327)	$ (4,024,135)	$ (3,411,994)	$ (6,838,904)
Basic net loss per share	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)
Basic weighted average shares outstanding	1,488,477,643	741,205,172	1,323,954,371	623,659,033
Diluted net loss per share	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.01)
Diluted weighted average shares outstanding	1,488,477,643	741,205,172	1,323,954,371	623,659,033

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

Coates International, Ltd.
Condensed Statements of Cash Flows
For the Six Months Ended June 30,
(Unaudited)

	2016	2015
Net Cash Used in Operating Activities	$ (305,858)	$ (429,364)
Cash Used in Investing Activities:		
Acquisition of property, plant and equipment	(11,493)	(22,358)
Total Cash Used in Investing Activities	(11,493)	(22,358)
Cash Flows Provided by (Used in) Financing Activities:		
Issuance of common stock under equity purchase agreements	120,000	207,261
Issuance of promissory notes to related parties	96,000	60,000
Issuance of convertible promissory notes	91,000	252,500
Issuance of common stock and warrants	35,000	-
Repayment of mortgage loan	(30,000)	(30,000)
Repayment of promissory notes to related parties	(10,000)	(124,000)
Finance lease obligation payments	(8,625)	(16,984)
Repayment of convertible promissory notes	-	(52,750)
Net Cash Provided by Financing Activities	293,375	296,027
Net Decrease in Cash	(23,976)	(155,695)
Cash, beginning of period	29,207	263,526
Cash, end of period	$ 5,231	$ 107,831
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period for interest	$ 53,049	$ 59,565
Supplemental Disclosure of Non-cash Financing Activities:		
Conversion of convertible promissory notes, including accrued interest thereon	$ 448,290	$ 710,000

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

1. THE COMPANY AND BASIS OF PRESENTATION

Nature of Organization

Coates International, Ltd. (the "Company" or "CIL") has acquired the exclusive licensing rights to the patented Coates spherical rotary valve ("CSRV®") system technology in North America, Central America and South America (the "CSRV® License"). The CSRV® system technology has been developed over a period of more than 20 years by the Company's founder George J. Coates, President and Chief Executive Officer, and his son Gregory G. Coates. The CSRV® system technology is adaptable for use in piston-driven internal combustion engines of many types and has been patented in the United States and numerous countries throughout the world. The Company is endeavoring to raise working capital to commence production of natural gas powered CSRV® industrial electric power generator sets ("Gen Sets)" and is also seeking to enter into sublicense agreements with third party, original equipment manufacturers ("OEM's") which provide for licensing fees. The Company is also continuing with research and development of a hydrogen reactor to harvest Hydroxy-Gas from water with the intent to power the Company's products, including large industrial Gen Sets. George J. Coates, owner of the hydrogen reactor technology, has committed to license this technology to the Company once the related patent protection is in place.

Management believes that the CSRV® engines provide the following advantages as compared to conventional internal combustion engines designed with "poppet valves":

- Improved fuel efficiency
- Lower levels of harmful emissions
- Adaptability to numerous types of engine fuels
- Longer engine life
- Longer intervals between engine servicing

The CSRV® system technology is designed to replace the intake and exhaust conventional "poppet valves" currently used in almost all piston-driven, automotive, truck, motorcycle, marine and electric power generator engines, among others. Unlike conventional valves which protrude into the engine combustion chamber, the CSRV® system technology utilizes spherical valves that rotate in a cavity formed between a two-piece cylinder head. The CSRV® system technology utilizes significantly fewer moving parts than conventional poppet valve assemblies. As a result of these design improvements, management believes that engines incorporating the CSRV® system technology ("Coates Engines") will last significantly longer and will require less lubrication over the life of the engine, as compared to conventional engines. In addition, CSRV® Engines can be designed with larger openings into the engine cylinder than with conventional valves so that more fuel and air can be inducted into, and expelled from, the cylinder in a shorter period of time. Larger valve openings permit higher revolutions-per-minute (RPM's) and permit higher compression ratios with lower combustion chamber temperatures, allowing the Coates Engine® to produce more power than equivalent conventional engines. The extent to which, higher RPM's, greater volumetric efficiency and thermal efficiency can be achieved with the CSRV® system technology, is a function of the engine design and application.

Basis of Presentation

The accompanying condensed financial statements include the accounts of the Company. In the opinion of the Company's management, the condensed consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. The preparation of these condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in these condensed consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates. Certain prior period amounts in the condensed financial statements have been reclassified to conform to the current period's presentation.

These condensed financial statements and accompanying notes should be read in conjunction with the Company's annual financial statements and the notes thereto included in its Annual Report on Form 10-K for the year ended December 31, 2015 and the Company's quarterly financial statements and the notes thereto included in its Quarterly Report on Form 10-Q for the three months ended March 31, 2016.

Since the Company's inception, the Company has been responsible for the development costs of the CSRV® technology in order to optimize the value of the licensing rights and has incurred related operational costs, the bulk of which have been funded primarily through cash generated from licensing fees, sales of stock, short term convertible promissory notes, capital contributions, loans made by George J. Coates, Bernadette Coates, his spouse, Gregory G. Coates and certain directors, fees received from research and development of prototype models and a small number of CSRV® engine generator sales. The Company has incurred substantial cumulative losses from operations since its inception. Losses from operations are expected to continue until the Coates Engines® are successfully introduced into and accepted in the marketplace enabling the Company to generate substantial sales and/or receive substantial licensing revenues. These losses from operations were substantially related to research and development of the Company's intellectual property rights, patent filing and maintenance costs and general and administrative expenses. The Company has also incurred substantial non-cash expenses for stock-based compensation and remeasurement of the estimated fair value of embedded derivative liabilities related to convertible promissory notes issued.

As shown in the accompanying financial statements, the Company has incurred recurring losses from operations and, as of June 30, 2016, had a stockholders' deficiency of ($5,105,000). In addition, the current economic environment, which is characterized by tight credit markets, investor uncertainty about how to safely invest their funds and low investor confidence, has introduced additional risk and difficulty to the Company's challenge to secure needed additional working capital. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management has instituted a cost control program intended to restrict variable costs to only those expenses that are necessary to complete its activities related to entering the production phase of operations, develop additional commercially feasible applications of the CSRV® system technology, seek additional sources of working capital and cover general and administrative costs in support of such activities. The Company has been actively undertaking efforts to secure new sources of working capital. At June 30, 2016, the Company had negative working capital of ($5,309,000) compared with negative working capital of ($5,476,000) at the end of 2015.

The Company continues to actively seek out new sources of working capital; however, there can be no assurance that it will be successful in these efforts. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Use of Estimates

The preparation of the Company’s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These significant estimates include determining the fair value of convertible promissory notes containing embedded derivatives and variable conversion rates, determining a value for shares of Series A Preferred Stock and Series B Convertible Preferred Stock issued, assigning useful lives to the Company’s property, plant and equipment, determining an appropriate amount to reserve for obsolete and slow moving inventory, estimating a valuation allowance for deferred tax assets, assigning expected lives to, and estimating the rate of forfeitures of, stock options granted and selecting a trading price volatility factor for the Company’s common stock in order to estimate the fair value of the Company’s stock options on the date of grant or other appropriate measurement date. Actual results could differ from those estimates.

2. CONCENTRATIONS OF CREDIT AND BUSINESS RISK

The Company maintains a cash balance with one financial institution. Monies on deposit are fully insured by the Federal Deposit Insurance Corporation.

The Company’s operations are devoted to the development, application and marketing of the CSRV® system technology which was invented by George J. Coates, the Company’s founder, Chairman, Chief Executive Officer, President and controlling stockholder. Development efforts have been conducted continuously during this time. From July 1982 through May 1993, seven U.S. patents as well as a number of foreign patents were issued with respect to the CSRV® system technology. Since inception of the Company in 1988, all aspects of the business have been completely dependent upon the activities of George J. Coates. The loss of George J. Coates’ availability or service due to death, incapacity or otherwise would have a material adverse effect on the Company's business and operations. The Company does not presently have any key-man life insurance in force for Mr. Coates.

3. FAIR VALUE OF FINANCIAL INSTRUMENTS

Cash, Other Assets, Accounts Payable and Accrued Liabilities and Other Liabilities

With the exception of convertible promissory notes, the carrying amount of these items approximates their fair value because of the short term maturity of these instruments. The convertible promissory notes are reported at their estimated fair value, determined as described in more detail in Note 14.

Limitations

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

4. LICENSING AGREEMENT AND DEFERRED LICENSING COSTS

The Company holds a manufacturing, use, lease and sale license from George J. Coates and Gregory G. Coates for the CSRV® system technology in the territory defined as the Western Hemisphere (the “License Agreement”). Under the License Agreement, George J. Coates and Gregory G. Coates granted to the Company an exclusive, perpetual, royalty-free, fully paid-up license to the patented intellectual property that specifically relates to an internal combustion engine that incorporates the CSRV® system technology (the “CSRV® Engine”) and that is currently owned or controlled by them (the “CSRV® Intellectual Property”), plus any CSRV® Intellectual Property that is developed by them during their employment with the Company. In the event of insolvency or bankruptcy of the Company, the licensed rights would terminate and ownership would revert back to George J. Coates and Gregory G. Coates.

Under the License Agreement, George J. Coates and Gregory G. Coates agreed that they will not grant any Western Hemisphere licenses to any other party with respect to the CSRV® Intellectual Property.

At June 30, 2016, and December 31, 2015, deferred licensing costs, comprised of expenditures for patent costs incurred pursuant to the CSRV® licensing agreement, net of accumulated amortization, amounted to $40,000 and $42,000, respectively. Amortization expense for the three months ended June 30, 2016 and 2015 amounted to $1,000 and $1,000, respectively. Amortization expense for the six months ended June 30, 2016 and 2015 amounted to $2,000 and $2,000, respectively.

5. AGREEMENTS ASSIGNED TO ALMONT ENERGY, INC.

Almont Energy Inc. ("Almont"), a privately held, independent third-party entity based in Alberta, Canada is the assignee of a sublicense which provides for a $5,000,000 license fee to be paid to the Company and covers the use of the CSRV® system technology in the territory of Canada in the oil and gas industry (the "Canadian License"). Almont is also the assignee of a separate research and development agreement ("R&D Agreement") which requires that Almont pay the remaining balance of an additional $5,000,000 fee to the Company in consideration for the development and delivery of certain prototype engines. The Company completed development of the prototypes in accordance with this agreement at the end of 2007. The R&D Agreement has not been reduced to the form of a signed, written agreement.

Almont is also the assignee of an escrow agreement (the "Escrow Agreement") that provides conditional rights to a second sublicense agreement from the Company for the territory of the United States (the "US License"). The US License has been deposited into an escrow account and the grant of the license will not become effective until the conditions for release from escrow are satisfied. The US License provides for a license fee of $50 million.

The Escrow Agreement requires that Almont, as the assignee, make a payment ("Release Payment") to the Company equal to the then remaining unpaid balance of the Canadian License licensing fee, the R&D Agreement fee and the down payment of $1,000,000 required under the US License. It is not likely that Almont will be able to make additional payments of the Release Payment until the Company can raise sufficient new working capital to commence production and ship Gen Sets to Almont. At June 30, 2016, the remaining balance of the Release Payment due to the Company was $5,847,000.

6. NON-EXCLUSIVE DISTRIBUTION SUBLICENSE WITH RENOWN POWER DEVELOPMENT, LTD.

In February 2015, the Company granted a non-exclusive distribution sublicense to Renown Power Development, Ltd., a China-based sales and distribution company ("Renown") covering the territory defined as the Western Hemisphere. Under this sublicense, Renown will be permitted to sell, lease and distribute CSRV® products. This sublicense provides for payment of licensing fees to the Company amounting to US$100 million. The Company previously received an initial non-refundable deposit of US$498,000. In addition, after Renown receives aggregate cash flow of US$10,000,000, it is required to pay the Company 25% of all funds it receives from any and all sources until the entire balance of US$100 million licensing fee is paid in full. In the event that Renown completes one or more capital raises aggregating US$300 million or more, the remaining unpaid balance of the US$100 million licensing fee shall become immediately due and payable. The rights and obligations per the agreement shall terminate upon the expiration of the last to expire patent and any improvement patents added thereto.

As collateral for payment of the sublicensing fee, Coates Power, Ltd. an independent China-based manufacturing company that will produce CSRV® products in China ("Coates Power") and Renown are to place shares of their capital stock representing a 25% ownership interest into an escrow account for the benefit of the Company. These shares of stock will be released from escrow and revert back to Coates Power and Renown only after the US$100 million sublicensing fee is paid in full. The Company does not have an ownership interest in Coates Power or Renown. Coates Power and Renown are controlled and managed by Mr. James Pang, the Company's liaison agent in China.

Coates Power has agreed to initially source its production parts and components from the Company. In February 2015, the Company received an order from Coates Power for approximately $131,000 of production parts and components, at cost, in connection with its plans to manufacture two initial Gen Sets. In June, 2015, by mutual consent of the parties, it was agreed that the Company would assemble two completed Gen Sets for shipment to Coates Power in China in lieu of shipping the parts and components. This amount is included in deposits in the accompanying balance sheet at June 30, 2016.

7. INVENTORY

Inventory consisted of the following:

	June 30, 2016	December 31, 2015
Raw materials	$ 559,000	$ 554,000
Work-in-process	75,000	51,000
Less: Reserve for obsolescence	(387,000)	(387,000)
Total	$ 247,000	$ 218,000

8. LICENSE DEPOSITS

License deposits consist of monies received as deposits on sublicense agreements, primarily comprised of deposits from Renown in the amount of $498,000 and from Almont in the amount of $300,000. These deposits are to be recognized as income on a straight-line basis over the remaining period until expiration of the last remaining CSRV® patent in force in 2027. Through June 30, 2016, the Company has recognized a total of $101,000 of the Almont deposit as revenue. The Company expects that sublicense-related activities by Renown may commence within the next twelve months and that it will begin recognizing revenue at that time. Recognition of revenue from the Almont license is included in the statements of operations for the three months and six months ended June 30, 2016 and 2015. The current portion of the license deposits represents the portion of the license deposits expected to be recognized as revenue within one year from the balance sheet date. The balance of the license deposits is included in non-current license deposits.

Sublicensing fee revenue for the three months ended June 30, 2016 and 2015 amounted to $5,000 and $5,000, respectively. Sublicensing fee revenue for the six months ended June 30, 2016 and 2015 amounted to $10,000 and $10,000, respectively.

9. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at cost, less accumulated depreciation, consist of the following:

	June 30, 2016	December 31, 2015
Land	$ 1,235,000	$ 1,235,000
Building	964,000	964,000
Building improvements	83,000	83,000
Machinery and equipment	689,000	689,000
Furniture and fixtures	57,000	46,000
	3,028,000	3.017,000
Less: Accumulated depreciation	(929,000)	(908,000)
Total	$ 2,099,000	$ 2,109,000

Depreciation expense amounted to $10,000 and $11,000 for the three months ended June 30, 2016 and 2015, respectively. Depreciation expense amounted to $22,000 and $26,000 for the six months ended June 30, 2016 and 2015, respectively.

10. MORTGAGE LOAN PAYABLE

The Company has a mortgage loan on the land and building that serves as its headquarters and research and development facility which bears interest at the rate of 7.5% per annum and matures in July 2018. Interest expense for the three months ended June 30, 2016 and 2015 amounted to $26,000 and $27,000, respectively. Interest expense for the six months ended June 30, 2016 and 2015 amounted to $52,000 and $45,000, respectively. The loan requires monthly payments of interest, plus $5,000 which is being applied to the principal balance. The remaining principal balance at June 30, 2016 and December 31, 2015 was $1,358,000 and $1,388,000, respectively. The mortgage loan may be prepaid in whole, or, in part, at any time without penalty.

The loan is collateralized by a security interest in all of the Company's assets, the pledge of five million shares of common stock of the Company owned by George J. Coates, which were deposited into escrow for the benefit of the lender and the personal guarantee of George J. Coates. The Company is not permitted to create or permit any secondary mortgage or similar liens on the property or improvements thereon without prior consent of the lender.

11. FINANCE LEASE OBLIGATION

In August 2013, the Company entered into a sale/leaseback financing arrangement pursuant to which it sold its research and development and manufacturing equipment in consideration for net cash proceeds of $133,000. This lease terminated in February 2016, upon which the Company reacquired title to the equipment. The effective interest rate on this lease was 36.6%.

In accordance with GAAP, this sale/leaseback was required to be accounted for as a financing lease. Under this accounting method, the equipment and accumulated depreciation remained on the Company's books and records as if the Company still owned the equipment.

For the three months ended June 30, 2016 and 2015, interest expense amounted to $-0- and $9,000, respectively. For the six months ended June 30, 2016 and 2015, interest expense amounted to $2,000 and $19,000, respectively. These amounts are included in interest expense in the accompanying statements of operations.

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are as follows:

	June 30, 2016	December 31, 2015
Legal and professional fees	$ 1,417,000	$ 1,368,000
Accrued interest expense	336,000	376,000
General and administrative expenses	397,000	163,000
Research and development costs	115,000	115,000
Total	$ 2,265,000	$ 2,022,000

13. PROMISSORY NOTES TO RELATED PARTIES

Promissory Notes Issued to George J. Coates

During the six months ended June 30, 2016 and 2015, the Company issued, in a series of transactions, promissory notes to George J. Coates and received cash proceeds of $96,000 and $60,000, respectively and repaid promissory notes to George J. Coates in the aggregate principal amount of $10,000 and $103,000. In May 2016, by mutual consent, Mr. Coates converted $100,000 of principal and interest into 90,909,091 restricted shares of common stock at the closing trading price of the stock on the date of conversion of $0.0011 per share. The promissory notes are payable on demand and provide for interest at the rate of 17% per annum, compounded monthly. At June 30, 2016, the outstanding balance was $306,000, including accrued interest thereon.

Promissory Note Issued to Gregory G. Coates

The Company has a non-interest bearing promissory note due to Gregory G. Coates which is payable on demand. Interest is being imputed on this promissory note at the rate of 10% per annum. Interest expense for the three months ended June 30, 2016 and 2015 amounted to $36,000 and $36,000, respectively. Interest expense for the six months ended June 30, 2016 and 2015 amounted to $72,000 and $72,000, respectively. At June 30, 2016, the outstanding principal balance was $1,438,000.

Promissory Notes Issued to Bernadette Coates

During the six months ended June 30, 2016 and 2015, the Company repaid promissory notes to Bernadette Coates, spouse of George J. Coates, in the aggregate principal amount of $-0- and $16,000, respectively. The promissory notes are payable on demand and provide for interest at the rate of 17% per annum, compounded monthly. Interest expense for the three months ended June 30, 2016 and 2015 amounted to $3,000 and $4,000, respectively. Interest expense for the six months ended June 30, 2016 and 2015 amounted to $6,000 and $8,000, respectively. At June 30, 2016, the outstanding balance amounted to $80,000, including accrued interest thereon.

Unpaid accrued interest on these promissory notes amounting to $330,000 is included in accounts payable and accrued liabilities in the accompanying balance sheet at June 30, 2016.

14. CONVERTIBLE PROMISSORY NOTES AND EMBEDDED DERIVATIVE LIABILITY

From time to time, the Company issues convertible promissory notes, the proceeds of which are used for general working capital purposes. At June 30, 2016, there was $257,000 principal amount of convertible promissory notes outstanding. During the six months ended June 30, 2016 and 2015, $91,000 and $260,000, respectively, of convertible promissory notes were issued, respectively. Outstanding notes may be converted into unregistered shares of the Company's common stock at a discount ranging from 30% to 40% of the defined trading price of the common stock on the date of conversion. The defined trading prices are based on the trading price of the stock during a defined period ranging from fifteen to twenty-five trading days immediately preceding the date of conversion. The conversion rate discount establishes a beneficial conversion feature ("BCF") or unamortized discount, which is required to be valued and accreted to interest expense over the six-month period until the conversion of the notes into restricted shares of common stock is permitted. In addition, the conversion formula meets the conditions that require accounting for convertible notes as derivative liability instruments. The effective interest rate on the outstanding convertible notes at June 30, 2016 and December 31, 2015 ranged from 65% to 183%. The unamortized discount on the outstanding convertible notes at June 30, 2016 and December 31, 2015 amounted to $18,000 and $125,000, respectively.

The convertible notes generally become convertible, in whole, or in part, beginning on the six month anniversary of the issuance date and may be prepaid at the option of the Company, generally with a prepayment penalty of from 35% to 50% of the principal amount of the convertible note at any time prior to becoming eligible for conversion.

One convertible promissory note with a balance of $181,000 is convertible in monthly installments in an amount determined by the noteholder of up to $53,000, plus accrued interest. The Company may elect, at its option to repay each monthly installment in whole, or in part, in cash, without penalty. The amount of each installment not paid in cash is converted into shares of the Company's common stock. This convertible note also requires that the conversion price be re-measured 23 trading days after the conversion shares are originally delivered. If the re-measured conversion price is lower, then the Company is required to issue additional conversion shares to the noteholder.

In accordance with GAAP, the estimated fair value of the embedded derivative liability related to the convertible notes is required to be remeasured at each balance sheet date. The fair value measurement accounting standard establishes a valuation hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used, when available. Observable inputs are inputs market participants would use in valuing the asset or liability developed based on independent market data sources. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available. The valuation hierarchy is composed of three categories. The three levels of the fair value hierarchy are as follows:

- Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs include quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Inputs to the fair value measurement are unobservable inputs or valuation techniques.

The estimated fair value of the embedded derivative liabilities related to promissory notes outstanding was measured as the aggregate estimated fair value, based on Level 2 inputs, which included the average of the quoted daily yield curve rates on six-month and one-year treasury securities and, because the actual volatility rate on the Company's common stock is not available, a conservative estimated volatility rate of 200%.

The embedded derivative liability arises because, based on historical trading patterns of the Company's stock, the formula for determining the Conversion Rate is expected to result in a different Conversion Rate than the closing price of the stock on the actual date of conversion (hereinafter referred to as the "Variable Conversion Rate Differential"). The estimated fair values of the derivative liabilities have been calculated based on a Black-Scholes option pricing model.

The following table presents the Company's fair value hierarchy of financial assets and liabilities measured at fair value at:

	June 30, 2016	December 31, 2015
Level 1 Inputs	$ -	$ -
Level 2 Inputs	215,000	633,000
Level 3 Inputs	-	-
Total	$ 215,000	$ 633,000

In a series of transactions, during the six months ended June 30, 2016, convertible promissory notes with an aggregate principal balance of $448,000, including accrued interest thereon were converted into 528,526,577 unregistered shares of common stock. The Company incurred a loss on these conversions amounting to $70,000 for during the six months ended June 30, 2016.

In a series of transactions, during the six months ended June 30, 2015, convertible promissory notes with an aggregate principal balance of $710,000, including accrued interest thereon were converted into 434,908,904 unregistered shares of common stock. The Company incurred a loss on these conversions amounting to $238,000 for during the six months ended June 30, 2015. During the six months ended June 30, 2015, the Company also repaid $55,000 of a convertible promissory note, including accrued interest thereon, without penalty.

At June 30, 2016, the Company had reserved 899,000,000 shares of its unissued common stock for conversion of convertible promissory notes.

The Company made the private placement of these securities in reliance upon Section 4(2) of the Securities Act of 1933, as amended (the "Act"), Rule 506 of Regulation D, and the rules and regulations promulgated thereunder, and/or upon any other exemption from the registration requirements of the Act, as applicable.

15. CAPITAL STOCK

Common Stock

The Company's common stock is traded on OTC Pink Sheets. Investors can find stock quotes and market information for the Company at www.otcmarkets.com market system under the ticker symbol COTE. Effective June 17, 2016, the Company amended its Certificate of Incorporation to increase the number of authorized shares of common stock, par value, $0.0001 per share (the "Common Stock") to 12,000,000,000.

The following common stock transactions occurred during the six months ended June 30, 2016:

- In a series of transactions during the six months ended June 30, 2016, convertible promissory notes with an aggregate principal balance of $448,000, including accrued interest thereon were converted into 528,526,577 unregistered shares of common stock.

- In a series of transactions during the six months ended June 30, 2016, the Company issued 52,431,610 registered shares of its common stock to Southridge Partners II LP ("Southridge") under the 2015 EP Agreement, as discussed in Note 20, in consideration for $120,000. The proceeds were used for general working capital. The Company is required to deliver shares of its common stock to Southridge with each Put Notice based on the dollar amount of the Put Notice and the trading price of the common stock. At June 30, 2016, there were 20,798,886 shares of common stock previously delivered and held by Southridge which had not been sold. These shares may be held by Southridge until sold under future Put Notices or until the Company requests that they be returned.

- During the six months ended June 30, 2016, the Company made private sales, pursuant to stock purchase agreements, of 35,000,000 unregistered shares of its common stock and 35,000,000 common stock warrants to purchase one unregistered share of its common stock at an exercise price of $0.001 per share, in consideration for $35,000.

- In May 2016, by mutual consent between the Company and George J. Coates, $100,000 principal amount of promissory notes, including accrued interest, were converted into 90,909,091 restricted shares of the Company's common stock at a conversion rate of $0.0011 per share, which was the closing trading price of the stock on the date of conversion.

The following common stock transactions occurred during the six months ended June 30, 2015:

- In a series of transactions during the six months ended June 30, 2015, convertible promissory notes with an aggregate principal balance of $710,000, including accrued interest thereon were converted into 434,908,904 unregistered shares of common stock.

- In a series of transactions during the six months ended June 30, 2015, the Company also repaid $55,000 of convertible promissory notes, including accrued interest thereon, without penalty.

- In a series of transactions during the six months ended June 30, 2015, the Company issued 40,000,000 registered shares of its common stock to Southridge Partners II LP under an equity purchase agreement in consideration for $207,000. The proceeds were used for general working capital.

At June 30, 2016, on a pro forma basis, the approximate number of shares of common stock that would be issued if all of the Company's outstanding convertible notes eligible for conversion, had been converted was 814,207,005. None of the outstanding stock options and warrants were assumed to be exercised since the trading price of the stock on June 30, 2016 was below the exercise price of the options.

Preferred Stock and anti-dilution rights

The Company is authorized to issue 100,000,000 shares of preferred stock, par value, $0.001 per share (the "Preferred Stock"). The Company may issue any class of the Preferred Stock in any series. The board is authorized to establish and designate series, and to fix the number of shares included in each such series and the relative rights, preferences and limitations as between series, provided that, if the stated dividends and amounts payable on liquidation are not paid in full, the shares of all series of the same class shall share ratably in the payment of dividends including accumulations, if any, in accordance with the sums which would be payable on such shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full. Shares of each such series when issued, shall be designated to distinguish the shares of each series from shares of all other series.

There are two series of Preferred Stock that have been designated to date from the total 100,000,000 authorized shares of Preferred Stock. These are as follows:

- Series A Preferred Stock, par value $0.001 per share ("Series A"), 1,000,000 shares designated, 50,000 and 50,000 shares issued and outstanding as of June 30, 2016 and December 31, 2015, respectively. Shares of Series A entitle the holder to 10,000 votes per share on all matters brought before the shareholders for a vote. These shares are not entitled to receive dividends or share in distributions of capital and have no liquidation preference. All outstanding shares of Series A are owned by George J. Coates.

- Series B Convertible Preferred Stock, par value $0.001 per share, 25,000,000 and 5,000,000 shares designated, 7,424,618 and 3,492,749 shares issued and outstanding as of June 30, 2016 and December 31, 2015, respectively. Shares of Series B do not earn any dividends and may be converted at the option of the holder at any time beginning on the second annual anniversary date after the date of issuance into 1,000 unregistered shares of the Company's common stock. Holders of Series B are entitled to one thousand votes per share held, on all matters brought before the shareholders for a vote.

In the event that either (i) the Company enters into an underwriting agreement for a secondary public offering of securities, or (ii) a change in control of the Company is consummated representing 50% more of the then outstanding shares of Company's common stock, plus the number of shares of common stock into which any convertible preferred stock is convertible, regardless of whether or not such shares are otherwise eligible for conversion, then the Series B may be immediately converted at the option of the holder into restricted shares of the Company's common stock.

The Company has anti-dilution provisions in place for key executives which are triggered upon the issuance of new shares of its common stock to individuals that are not direct Coates family members or entities that are not controlled by Coates family members. These anti-dilution provisions do not apply to new shares of common stock issued in connection with exercises of employee stock options, a secondary public offering of the Company's securities or a merger or acquisition. These provisions are as follows:

- For each such new share of common stock issued, shares of Series B will be issued to Mr. Coates equal to that number of shares of Series B required to maintain his ownership percentage of shares of common stock outstanding on a pro forma basis, at 78% through May 2016, when this percentage increased to 79.2% as a result of the conversion of Mr. Coates' promissory notes into 90,909,091 shares of common stock, as discussed in Note 13. The ownership percentage of 78% represented the percentage of outstanding common stock that Mr. Coates originally held at December 31, 2002.

- For each such new share of common stock issued, shares of Series B will be issued to Gregory G. Coates in order to maintain his ownership percentage of common stock at 5.31% of the pro forma number of shares of common stock outstanding, assuming all shares of Series B were converted to common stock. This was his percentage ownership of common stock at December 31, 2002.

- For each such new share of common stock issued, shares of Series B will be issued to Barry C. Kaye in order to maintain his ownership percentage of common stock at a calculated percentage of the pro forma number of shares of common stock outstanding, assuming all shares of Series B were converted to common stock. This calculated percentage, which was 0.04157% at June 30, 2016, is equal to the weighted average percentage ownership of common stock he purchased, based on the number of shares of common stock outstanding on each date he acquired shares of common stock. This percentage is subject to adjustment if he acquires or disposes of shares of the Company's common stock in the future.

The following presents by year, the number of shares of Series B held and the year that they become eligible for conversion to shares of common stock beginning July 2, 2016.

	Total	2016	2017	2018
George J. Coates	6,915,003	541,933	2,708,430	3,664,640
Gregory G. Coates	472,803	40,593	184,382	247,828
Barry C. Kaye	36,812	2,976	14,435	19,401
Total	7,426,618	585,502	2,907,247	3,931,869

For the six months ended June 30, 2016, 3,664,640, 247,828 and 19,401 shares of Series B were issued to George J. Coates, Gregory G. Coates and Barry C. Kaye, respectively, having an estimated fair value of $2,522,000, $171,000 and $13,000, respectively. These amounts were included in stock-based compensation expense in the accompanying statement of operations for six months ended June 30, 2016.

For the six months ended June 30, 2015, 2,205,115, 150,118 and 11,752 shares of Series B were issued to George J. Coates, Gregory G. Coates and Barry C. Kaye, respectively, having an estimated fair value of $5,392,000, $367,000 and $29,000, respectively. These amounts were included in stock-based compensation expense in the accompanying statement of operations for the six months ended June 30, 2015.

In the event that all of the 7,424,618 shares of Series B outstanding were converted, once the conversion restrictions lapse, an additional 7,424,618,000 new restricted shares of common stock would be issued. On a pro forma basis, based on the number of shares of common stock outstanding at June 30, 2016, this would dilute the ownership percentage of non-affiliated stockholders from 79.1% to 9.6%.

To the extent that additional shares of Series B are issued under the anti-dilution plan, the non-affiliated stockholders' percentage ownership of the Company would be further diluted.

16. UNEARNED REVENUE

Unearned revenue at June 30, 2016, consisted of the following:

- A deposit received with an order for two CSRV® Gen Sets from Coates Power, Ltd., a China-based unaffiliated manufacturing company in the amount of $132,000.
- A $19,000 non-refundable deposit from Almont in connection with its order for a natural gas fueled electric power CSRV® engine generator.

17. SUBLICENSING FEE REVENUE

Sublicensing fee revenue for the six months ended June 30, 2016 and 2015 amounted to $10,000 and $10,000, respectively. The Company is recognizing the license deposit of $300,000 on the Canadian License as revenue on a straight-line basis over the approximate remaining life until 2027 of the last CSRV® technology patent in force.

18. LOSS PER SHARE

At June 30, 2016, there were stock warrants outstanding to purchase 70,344,911 shares of common stock at exercise prices ranging from $0.001 to $0.12 per share, vested stock options outstanding to acquire 12,470,000 shares of common stock at exercise prices ranging from $0.028 to $0.44 per share and $257,000 of convertible promissory notes eligible for conversion, which on a pro forma basis, assuming they would have been converted on June 30, 2016, would have been convertible into 814,207,005 shares of common stock.

At June 30, 2015, there were stock warrants outstanding to purchase 35,344,911 shares of common stock at exercise prices ranging from $0.02 to $0.35 per share, vested stock options outstanding to acquire 12,500,000 shares of common stock at exercise prices ranging from $0.028 to $1.00 per share and $79,000 of convertible promissory notes eligible for conversion, which on a pro forma basis, assuming they would have been converted on June 30, 2015, would have been convertible into 149,443,382 shares of common stock.

For the six months ended June 30, 2016 and 2015, none of the potentially issuable shares of common stock were assumed to be converted because the Company incurred a net loss in those periods and the effect of including them in the calculation of earnings per share would have been anti-dilutive.

19. STOCK OPTIONS

The Company's 2006 Stock Option and Incentive Plan (the "Stock Plan") was adopted by the Company's board in October 2006. In September 2007, the Stock Plan, by consent of George J. Coates, majority shareholder, was adopted by our shareholders. The Stock Plan provides for the grant of stock-based awards to employees, officers and directors of, and consultants or advisors to, the Company and its subsidiaries, if any. Under the Stock Plan, the Company may grant options that are intended to qualify as incentive stock options within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended ("ISO's"), options not intended to qualify as incentive stock options ("non-statutory options"), restricted stock and other stock-based awards. ISO's may be granted only to employees of the Company. All of the shares of common stock authorized under the Stock Plan have been granted and no further grants may be awarded thereunder.

The Company established a 2014 Stock Option and Incentive Plan (the "2014 Stock Plan") which was adopted by the Company's board on May 30, 2014. On March 2, 2015, the 2014 Stock Plan, by consent of George J. Coates, majority shareholder, was adopted by our shareholders. The 2014 Stock Plan provides for the grant of stock-based awards to employees, officers and directors of, and consultants or advisors to, the Company and its subsidiaries, if any. Under the 2014 Stock Plan, the Company may grant ISO's, non-statutory options, restricted stock and other stock-based awards. ISO's may be granted only to employees of the Company. A total of 50,000,000 shares of common stock may be issued upon the exercise of options or other awards granted under the 2014 Stock Plan. The maximum number of shares with respect to which awards may be granted during any one year to any employee under the 2014 Stock Plan shall not exceed 25% of the 50,000,000 shares of common stock covered by the 2014 Stock Plan. At June 30, 2016, none of the shares of common stock authorized under the 2014 Stock Plan had been granted as stock options or awarded.

The Stock Plan and the 2014 Stock Plan (the "Stock Plans") are administered by the board and the Compensation Committee. Subject to the provisions of the Stock Plans, the board and the Compensation Committee each has the authority to select the persons to whom awards are granted and determine the terms of each award, including the number of shares of common stock subject to the award. Payment of the exercise price of an award may be made in cash, in a "cashless exercise" through a broker, or if the applicable stock option agreement permits, shares of common stock, or by any other method approved by the board or Compensation Committee. Unless otherwise permitted by the Company, awards are not assignable or transferable except by will or the laws of descent and distribution.

Upon the consummation of an acquisition of the business of the Company, by merger or otherwise, the board shall, as to outstanding awards (on the same basis or on different bases as the board shall specify), make appropriate provision for the continuation of such awards by the Company or the assumption of such awards by the surviving or acquiring entity and by substituting on an equitable basis for the shares then subject to such awards either (a) the consideration payable with respect to the outstanding shares of common stock in connection with the acquisition, (b) shares of stock of the surviving or acquiring corporation, or (c) such other securities or other consideration as the board deems appropriate, the fair market value of which (as determined by the board in its sole discretion) shall not materially differ from the fair market value of the shares of common stock subject to such awards immediately preceding the acquisition. In addition to, or in lieu of the foregoing, with respect to outstanding stock options, the board may, on the same basis or on different bases as the board shall specify, upon written notice to the affected optionees, provide that one or more options then outstanding must be exercised, in whole or in part, within a specified number of days of the date of such notice, at the end of which period such options shall terminate, or provide that one or more options then outstanding, in whole or in part, shall be terminated in exchange for a cash payment equal to the excess of the fair market value (as determined by the board in its sole discretion) for the shares subject to such stock options over the exercise price thereof. Unless otherwise determined by the board (on the same basis or on different bases as the board shall specify), any repurchase rights or other rights of the Company that relate to a stock option or other award shall continue to apply to consideration, including cash, that has been substituted, assumed or amended for a stock option or other award pursuant to these provisions. The Company may hold in escrow all or any portion of any such consideration in order to effectuate any continuing restrictions.

The board may at any time provide that any stock options shall become immediately exercisable in full or in part, that any restricted stock awards shall be free of some or all restrictions, or that any other stock-based awards may become exercisable in full or in part or free of some or all restrictions or conditions, or otherwise realizable in full or in part, as the case may be.

The board or Compensation Committee may, in its sole discretion, amend, modify or terminate any award granted or made under the Stock Plan, so long as such amendment, modification or termination would not materially and adversely affect the participant.

During the six months ended June 30, 2016 no stock options were granted. During the six months ended June 30, 2015, no stock options were granted and 703,000 stock options with an exercise price of $0.028 per share became vested. There were no unvested stock options outstanding at June 30, 2016.

During the three months ended June 30, 2016 and 2015, the Company recorded non-cash stock-based compensation expense related to employee stock options amounting to $-0- and $2,000, respectively. During the six months ended June 30, 2016 and 2015, the Company recorded non-cash stock-based compensation expense related to employee stock options amounting to $-0- and $7,000, respectively. At June 30, 2016, all stock-based compensation expense related to outstanding stock options had been fully recognized.

Details of the stock options outstanding under the Company’s Stock Option Plans are as follows:

	Exercise Price Per Share	Number Outstanding	Weighted Average Remaining Contractual Life	Number Exercisable	Weighted Average Exercise Price	Weighted Average Fair Value Per Stock Option at Date of Grant
Balance, 6/30/16	$ 0.028 – $0.44	12,470,000	10	12,470,000	$ 0.182	$ 0.169

No stock options were exercised, forfeited or expired during the six months ended June 30, 2016 and 2015.

The weighted average fair value of the Company's stock options was estimated using the Black-Scholes option pricing model which requires highly subjective assumptions including the expected stock price volatility. These assumptions were as follows:

● Historical stock price volatility	139% - 325%
● Risk-free interest rate	0.21% - 4.64%
● Expected life (in years)	4
● Dividend yield	0.00

The valuation assumptions were determined as follows:

- Historical stock price volatility: The Company utilized the volatility in the trading of its common stock computed for the 12 months of trading immediately preceding the date of grant.

- Risk-free interest rate: The Company bases the risk-free interest rate on the interest rate payable on U.S. Treasury securities in effect at the time of the grant for a period that is commensurate with the assumed expected option life.

- Expected life: The expected life of the options represents the period of time options are expected to be outstanding. The Company has very limited historical data on which to base this estimate. Accordingly, the Company estimated the expected life based on its assumption that the executives will be subject to frequent blackout periods during the time that the stock options will be exercisable and based on the Company's expectation that it will complete its research and development phase and commence its initial production phase. The vesting period of these options was also considered in the determination of the expected life of each stock option grant.

- No expected dividends.

20. EQUITY PURCHASE AND REGISTRATION RIGHTS AGREEMENTS

Southridge Partners II LP

In July 2014, the Company entered into a 3-year equity purchase agreement (the "2014 EP Agreement") with Southridge Partners II LP, a Delaware limited partnership ("Southridge"). Pursuant to the terms of the 2014 EP Agreement, Southridge committed to purchase up to 40,000,000 shares of the Company's common stock, in exchange for consideration not to exceed Ten Million ($10,000,000) Dollars. In June 2015, the 2014 Agreement automatically terminated because Southridge had purchased all 40,000,000 shares of common stock permitted under the 2014 EP Agreement. Accordingly, on July 29, 2015, the Company entered into a new 3-year equity purchase agreement (the "2015 EP Agreement") with Southridge. Pursuant to the terms of the 2015 EP Agreement, Southridge committed to purchase up to 205,000,000 shares of the Company's common stock in exchange for consideration not to exceed Twenty Million ($20,000,000) Dollars on the same terms and conditions as the 2014 EP Agreement.

The terms of the 2014 and 2015 EP Agreements provided that the purchase price for the shares of common stock shall be equal to 94% of the lowest closing price of the common stock during the ten trading days that comprise the defined pricing period. The Company is entitled to exercise a Put to Southridge by delivering a Put Notice, which requires Southridge to remit the dollar amount stated in the Put Notice at the end of the pricing period, provided, however, that for each day during the pricing period, if any, that the daily closing price of the Company's common stock is (i) 25% or more below the Floor Price, as defined, or (ii) below the Floor Price, if any, stipulated in the Put Notice issued by the Company, then the dollar amount of the Put shall be reduced by 10% for each such day. The Company may stipulate a Floor Price below which, no shares of common stock may be sold by Southridge, however, the Floor price shall not be lower than the lowest daily volume weighted average price of the common stock during the ten trading days preceding the date of the Put Notice.

The Company also entered into a registration rights agreement (the "Registration Rights Agreement") with Southridge. Pursuant to the terms of the Registration Rights Agreement, on July 30, 2015, the Company filed a registration statement with the SEC covering 205,000,000 shares of common stock underlying the 2015 EP Agreement which was declared effective August 5, 2015.

During the six months ended June 30, 2016, the Company sold 52,431,610 registered shares of common stock to Southridge and received proceeds of $120,000 under the 2015 EP Agreement.

During the six months ended June 30, 2015, the Company sold all of the 40,000,000 registered shares of common stock to Southridge and received proceeds of $207,000, thereby resulting in the termination of the 2014 EP Agreement.

21. INCOME TAXES

Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

Deferred tax assets increased by $563,000 and $1,849,000 for the three months ended June 30, 2016 and 2015, respectively. Deferred tax assets increased by $1,396,000 and $2,884,000 for the six months ended June 30, 2016 and 2015, respectively. These amounts were fully offset by a corresponding increase in the tax valuation allowance resulting in no net change in deferred tax assets, respectively, during these periods.

No liability for unrecognized tax benefits was required to be reported at June 30, 2016 and December 31, 2015. Based on the Company's evaluation, it has concluded that there are no significant uncertain tax positions requiring recognition in the Company's financial statements. The Company's evaluation was performed for tax years ended 2013 through 2015, the only periods subject to examination. The Company believes that its income tax positions and deductions will be sustained on audit and does not anticipate that adjustments, if any, will result in a material change to its financial position. For the six months ended June 30, 2016 and 2015, there were no penalties or interest related to the Company’s income tax returns.

At June 30, 2016, the Company had available, $20,085,000 of net operating loss carryforwards which may be used to reduce future federal taxable income, expiring between 2018 and 2036 and $9,878,000 of net operating loss carryforwards which may be used to reduce future state taxable income, expiring between 2015 and 2036.

22. RELATED PARTY TRANSACTIONS

Issuances and Repayments of Promissory Notes to Related Parties

Issuances and repayments of promissory notes to related parties during the six months ended June 30, 2016 and 2015, are discussed in detail in Note 13.

Issuances of Preferred Stock

Shares of Series B Convertible Preferred Stock awarded to George J. Coates, Gregory G. Coates and Barry C. Kaye during the six months ended June 30, 2016 and 2015 are discussed in detail in Note 15.

Personal Guaranty and Stock Pledge

In connection with the Company’s mortgage loan, George J. Coates has pledged certain of his shares of common stock of the Company to the extent required by the lender and provided a personal guaranty as additional collateral for a mortgage loan on the Company’s headquarters facility.

Compensation and Benefits Paid

The approximate amount of compensation and benefits, all of which were approved by the board, paid to George J. Coates, Gregory G. Coates and Bernadette Coates, exclusive of stock-based compensation for unregistered, restricted shares of Preferred Stock awarded to George J. Coates and Gregory G. Coates and non-cash, stock-based compensation for employee stock options granted to Gregory G. Coates is summarized as follows:

	For the six months ended June 30,	
	2016	2015
George J. Coates (a) (b)	$ 8,000	$ 8,000
Gregory G. Coates (c)	87,000	87,000
Bernadette Coates (d)	2,000	3,000

(a) For the six months ended June 30, 2016 and 2015, George J. Coates earned additional base compensation of $125,000 and $125,000, respectively, payment of which is being deferred until the Company has sufficient working capital. These amounts are included in deferred compensation in the accompanying balance sheets at June 30, 2016 and 2015.

(b) During the six months ended June 30, 2016 and 2015, George J. Coates was awarded 3,664,640 and 2,205,115 shares of Series B Convertible Preferred Stock, respectively, with an estimated fair value of $2,522,000 and $5,392,000, respectively, for anti-dilution.

(c) During the six months ended June 30, 2016 and 2015, Gregory G. Coates was awarded 247,828 and 150,118 shares of Series B Convertible Preferred Stock, respectively, with an estimated fair value of $171,000 and $367,000, respectively, for anti-dilution.

(d) For the six months ended June 30, 2016 and 2015, Bernadette Coates earned additional base compensation of $34,000 and $34,000, respectively, payment of which is being deferred until the Company has sufficient working capital. These amounts are included in deferred compensation in the accompanying balance sheets at June 30, 2016 and 2015.

During the six months ended June 30, 2016 and 2015, Barry C. Kaye, Treasurer and Chief Financial Officer was paid compensation of $-0- and $38,000, respectively. For the three months ended June 30, 2016 and 2015, Mr. Kaye earned compensation of $26,000 and $27,000, respectively, which was not paid and is being deferred until the Company has sufficient working capital to remit payment to him. For the six months ended June 30, 2016 and 2015, Mr. Kaye earned compensation of $49,000 and $62,000, respectively, which was not paid and is being deferred until the Company has sufficient working capital to remit payment to him. In the second quarter of 2016, the Company agreed to pay Mr. Kaye interest on the balance of his deferred compensation retroactive to when it began being deferred in May 2012 and, accordingly, recorded interest expense of $83,000. This amount is reflected in interest expense in the accompanying statements of operations for the three and six months ended June 30, 2016. At June 30, 2016, the total amount of Mr. Kaye's unpaid, deferred compensation, including accrued interest thereon, was $238,000. This amount is included in accounts payable and accrued liabilities in the accompanying balance sheet at June 30, 2016. During the six months ended June 30, 2016 and 2015, Barry C. Kaye was awarded 19,401 and 11,752 shares of Series B Convertible Preferred Stock, respectively, with an estimated fair value of $13,000 and $29,000, respectively, for anti-dilution.

23. CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table summarizes the Company's contractual obligations and commitments at June 30, 2016:

	Total	2016	2017	2018
Promissory notes to related parties	$ 1,494,000	$ 1,494,000	$ -	$ -
Mortgage loan payable	1,358,000	60,000	60,000	1,238,000
Deferred compensation	1,081,000	1,081,000	-	-
Convertible promissory notes	257,000	76,000	181,000	-
Total	$ 4,190,000	$ 2,711,000	$ 241,000	$ 1,238,000

24. LITIGATION AND CONTINGENCIES

The Company is not a party to any litigation that is material to its business.

25. RECENTLY ISSUED ACCOUNTING STANDARDS

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled to when products are transferred to customers. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606) – Deferral of the Effective Date, which defers the effective date of ASU 2014-09 for one year and permits early adoption as early as the original effective date. Accordingly, the Company may adopt the standard in either its first quarter of 2018 or 2019.

In April 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing ("ASU 2016-10"), which amends the guidance in ASU 2014-09 related to identifying performance obligations and accounting for licenses of intellectual property. The Company will adopt ASU 2016-10 with ASU 2014-09. The Company is currently evaluating the impact of adopting the new revenue recognition standard, as amended, but does not expect it to have a material impact on its financial statements.

Stock Compensation

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718), which simplified certain aspects of the accounting for share-based payment transactions, including income taxes, classification of awards and classification in the statement of cash flows. ASU 2016-09 will be effective for the Company beginning in its first quarter of 2018. The Company is currently evaluating the impact of adopting the new stock compensation standard, but does not expect it to have a material impact on its financial statements.

Financial Instruments

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10) ("ASU 2016-01"), which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for the Company beginning in its first quarter of 2019. The Company does not believe the adoption of the new financial instruments standard will have a material impact on its financial statements.

Inventory Measurement

In July 2015, the FASB issued ASU No. 2015-11, "Inventory – Simplifying the Measurement of Inventory (Topic 330)". This update requires that inventory value be measured at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Currently, generally accepted accounting principles require that inventory be valued at the lower of cost or market price to replace the inventory. This update is to become effective for annual and interim financial statements for fiscal years ending after December 15, 2016. Earlier application is permitted. This update is required to be applied prospectively. The Company is currently evaluating the impact of this update; however, at this time it does not expect it will have a material impact on its financial statements.

26. SUBSEQUENT EVENTS

Conversion of Convertible Promissory Notes

During July and August 2016, a total of $92,000 principal amount of convertible promissory notes was converted into 371,976,364 unregistered, restricted shares of the Company's common stock.

Issuance of Anti-dilution shares

In July and August 2016, the Company issued 1,533,843, 102,862 and 8,053 shares of Series B Convertible Preferred Stock to George J. Coates, Gregory G. Coates and Barry C. Kaye, respectively, representing anti-dilution shares related to newly issued shares of common stock. The estimated fair value of these shares was $675,000, $45,000 and $4,000, respectively.

Issuances of Promissory Notes to Related Parties

In July and August 2016, the Company issued promissory notes to George J. Coates and received cash proceeds of $66,000. The promissory notes are payable on demand and provide for interest at the rate of 17% per annum, compounded monthly.

Conversion of Promissory Notes to Related Parties into Shares of Common Stock

In July 2016, by mutual consent, George J. Coates converted $120,000 of principal and interest into 200,000,000 restricted shares of common stock at the closing trading price of the stock on the date of conversion of $0.0006 per share.

In August 2016, by mutual consent, George J. Coates converted $252,000 of principal and interest into 279,549,056 restricted shares of common stock at the closing trading price of the stock on the date of conversion of $0.0009 per share.

Deferred Compensation

As of August 10, 2016, George J. Coates, Barry C. Kaye and Bernadette Coates agreed to additional deferral of their compensation amounting to $28,000, $12,000 and $7,000, respectively, bringing their total aggregate deferred compensation to $883,000, $168,000 and $232,000, respectively.

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

Cautionary Notice Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (this "Report") contains "forward-looking statements" within the meaning of the Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended. Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as "anticipate," "believe," "estimate," "intend," "could," "should," "would," "may," "seek," "plan," "might," "will," "expect," "predict," "project," "forecast," "potential," "continue" negatives thereof or similar expressions. These forward-looking statements are found at various places throughout this Report and include information concerning possible or assumed future results of our operations; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future operations, future cash needs, business plans and future financial results, and any other statements that are not historical facts.

From time to time, forward-looking statements also are included in our other periodic reports on Forms 10-K and 8-K, in our press releases, in our presentations, on our website and in other materials released to the public. Any or all of the forward-looking statements included in this Report and in any other reports or public statements made by us are not guarantees of future performance and may turn out to be inaccurate. These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Report. All subsequent written and oral forward-looking statements concerning other matters addressed in this Report and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Report. For a discussion of factors that we believe could cause our actual results to differ materially from expected and historical results see "Item 1A - Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission.

Background

We have completed development of the Coates® spherical rotary valve engine technology. This technology has been successfully applied to natural gas fueled industrial electric power CSRV® generator engines ("Gen Sets"), automobile engines, residential generators and high performance racing car engines. We have also designed and retrofitted the CSRV® system technology into a diesel engine which is suitable for and can be applied to heavy trucks.

In the second quarter of 2016, we successfully completed work on a new natural gas powered industrial electric, 14.0-liter engine generator, by substantially retrofitting a new generator from Cummins Power Systems to incorporate our CSRV® system technology, along with a number of engineering design changes. We are currently demonstrating this unit in connection with prospective transactions in negotiations. This unit is expected to serve as the basis of our global design standard for large scale manufacturing.

In February 2015, we granted a US$100 million non-exclusive distribution sublicense to a China-based sales and distribution company that covers distribution in the territory of the Western Hemisphere. We also undertook to procure parts and components to commence limited production of our Gen Sets.

Independent testing on internal combustion engines incorporating the CSRV® system technology indicated the following advantages would be derived from this technology:

- Better fuel efficiency
- Reduced harmful emissions

Based on more than ten years of operating a Mercedes 300 with an SE 280 engine retrofitted with the CSRV® system technology, the following advantages were demonstrated:

- Longer intervals between engine servicing, and
- Longer engine life than conventional internal combustion engines.

We continue to be engaged in new research and development activities from time-to-time in connection with applying this technology to other commercially feasible internal combustion engine applications and intend to manufacture engines and/or license the CSRV® system technology to third party Original Equipment Manufacturers ("OEM's") for multiple other applications and uses.

Hydrogen Reactor Technology Owned by George J. Coates

George J. Coates has developed a hydrogen reactor, which rearranges H_2O water molecules into HOH molecules also known as Hydroxy-Gas. The Hydroxy-Gas produced by the hydrogen reactor is then harvested for use as a type of fuel. Mr. Coates has agreed to continue further development of this technology to enable the harvested Hydroxy-Gas to be utilized as the fuel source to power our patented CSRV® engines. This technology has been successfully applied to a small CSRV® engine which is solely powered by Hydroxy-Gas produced by the reactor from water. In addition, the Company and WTF Asia International Ltd., ("WTF") a Hong Kong-based entity have agreed to work together to develop this technology to enable it to be applied to large industrial Gen Set engines. The Company has fulfilled its obligations under this joint project by designing and integrating the switchgears, controls, load bank and emission equipment into the hydrogen reactor/gen set ("Coates Assembled Components"). On the basis of a verbal agreement, WTF is currently building additional components based on technology already developed that will enable the hydrogen reactor to adequately power larger commercial and industrial engines. Upon completion of the WTF deliverable, the parties intend to enter into a formal agreement and the WTF technology will be integrated with the Coates Assembled Components resulting in a CSRV® hydrogen powered gen set.

If successful, the hydrogen reactor technology will only require an available supply of water and would be suitable for stationary engines and generators. Conventional internal combustion engines employing poppet valve assemblies require lubrication and would experience excessive heat and friction if powered with Hydroxy-Gas. This, in turn, would cause the conventional engines to burn out in a rather short period of time. The materials and components in the more advanced design of the CSRV® engines do not require such lubrication, enabling them to operate relatively trouble-free on Hydroxy-Gas as the engine fuel. There can be no assurance that this technology can be developed successfully, or that if developed, it will be feasible to penetrate the internal combustion engine market with this technology. A number of new related patent applications are in process to protect this intellectual property. Although at this time, no arrangements have been made between the Company and George J. Coates, owner of the technology, regarding licensing of the hydrogen reactor, Mr. Coates has provided his commitment to license this technology to the Company once the related patent protection is in place. Accordingly, the Company does not currently have any rights to manufacture, use, sell and distribute the hydrogen reactor technology, should it become commercially feasible to manufacture and distribute products powered by the Hydroxy-Gas fuel. The Company has been and continues to be responsible for all costs incurred related to the development of this technology.

Plan of Operation

Manufacturing, Sales and Distribution

As discussed above, we are using the recently completed CSRV® system technology, retrofitted Cummins-based engine generator to attract new licensing transactions and other manufacturing activities. We will also need to raise sufficient new working capital to ramp-up our own manufacturing and distribution operations.

We intend to take advantage of the fact that essentially all the parts and components of the CSRV® generator engine may be readily sourced and acquired from U.S. based suppliers and subcontractors, and, accordingly, expect to manufacture Gen Sets by developing assembly lines within owned manufacturing facilities. The initial limited production will enable us to prove our concept for the CSRV® system technology and we expect this will dovetail with the existing substantial demand in the marketplace. We plan to address this demand by establishing large scale manufacturing operations in the United States. Transitioning to large scale manufacturing is expected to require a substantial increase in our work force, securing additional manufacturing capacity and substantial capital expenditures.

Our ability to establish such manufacturing operations, recruit plant workers, finance initial manufacturing inventories and fund capital expenditures is highly dependent on our ability to successfully raise substantial new working capital in an amount and at a pace which matches our business plans. Potential sources of such new working capital include (i) sales of our common stock under our equity purchase agreement with Southridge, (ii) issuance of promissory notes to related parties, (iii) pursuing and entering into additional sublicensing agreements with OEM’s and/or distributors, and (iv) positive working capital generated from sales of our CSRV® products to other customers once we raise sufficient new working capital and commence production. Although we have been successful in raising sufficient working capital to continue our ongoing operations, we have encountered very challenging credit and equity investment markets, and have not been able to raise sufficient new working capital to enable us to commence production of our Gen Sets. There can be no assurance that we will be successful in raising adequate new working capital or even any new working capital to carry out our business plans. The current economic environment, which is characterized by tight credit markets, investor uncertainty about how to safely invest funds and low investor confidence, has introduced additional risk and difficulty to our challenge to secure such additional working capital.

Sublicensing

We plan to sublicense the CSRV® system technology to multiple OEM’s in order to take advantage of third party manufacturers’ existing production capacity and resources by signing OEM agreements.

In February 2015, we granted a non-exclusive distribution sublicense to Renown Power Development, Ltd., a China-based sales and distribution company (“Renown”) covering the territory defined as the Western Hemisphere. Under this sublicense, Renown will be permitted to sell, lease and distribute CSRV® products. This sublicense provides for payment of licensing fees amounting to $100 million. We received an initial non-refundable deposit of $500,000 to date. In addition, after Renown receives aggregate cash flow of $10,000,000, it is required to pay us 25% of all funds it receives from any and all sources until the entire $100 million licensing fee is paid in full. In the event that Renown completes one or more capital raises aggregating $300 million or more, the remaining unpaid balance of the $100 million licensing fee shall become immediately due and payable.

As collateral for payment of the sublicensing fee, Coates Power, Ltd. an independent China-based manufacturing company that will produce CSRV® products in China (“Coates Power”) and Renown are to place shares of their capital stock representing a 25% ownership interest into an escrow account for the benefit of Coates International, Ltd. These shares of stock will be released from escrow and revert back to Coates Power and Renown only after the $100 million sublicensing fee is paid in full. We do not have an ownership interest in Coates Power or Renown. Coates Power and Renown are controlled and managed by Mr. James Pang, our liaison agent in China.

Coates Power has agreed to initially source two completed Gen Sets from us. We received a deposit for these two Gen Sets of approximately $131,000.

Significant Estimates

The preparation of our financial statements in conformity with generally accepted accounting principles in the United States (“GAAP”) requires our management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. These significant estimates include determining the fair value of convertible promissory notes containing embedded derivatives as a result of variable conversion rate provisions, determining a value for Series A Preferred Stock and Series B Convertible Preferred Stock issued in connection with anti-dilution provisions in place, assigning useful lives to our property, plant and equipment, determining an appropriate amount to reserve for obsolete and slow moving inventory, providing a valuation allowance for deferred tax assets, assigning expected lives to and estimating the rate of forfeitures of stock options granted and selecting a volatility factor for the Company’s stock options in order to estimate the fair value of the Company’s stock options on the date of grant. Actual results could differ from those estimates.

Results of Operations for the Three Months Ended June 30, 2016 and 2015

Our principal business activities and efforts for the three months ended June 30, 2016 and 2015 were devoted to (i) completing work on a new natural gas powered industrial electric, 14.0-liter engine generator, in 2016, by substantially retrofitting a new generator from Cummins Power Systems to incorporate our CSRV® system technology, including procurement of parts, along with a number of engineering design changes, (ii) undertaking efforts to raise additional working capital in order to fund ongoing operations and (iii) research and development of the CSRV® system technology and the hydrogen reactor technology.

Although we incurred substantial net losses for the three months ended June 30, 2016 and 2015 of ($1,254,327) and ($4,024,135), respectively, it is important to consider that a substantial portion of these losses resulted from non-cash expenses required to be recorded for financial reporting purposes in accordance with GAAP. These net losses should be considered in view of the fact that actual cash used by operating activities amounting to ($154,329) and ($294,713) for the three months ended June 30, 2016 and 2015, respectively, was significantly less than these reported net losses.

Revenue

There were no sales for the three months ended June 30, 2016 and 2015.

Sublicensing fee revenue for the three months ended June 30, 2016 and 2015 amounted to $4,800 and $4,800, respectively. Sublicensing fees are being recognized by amortizing the license deposit of $300,000 on the Canadian License over the approximate remaining life of the last CSRV® technology patent in force.

Expenses

Research and Development Expenses

Research and development activities for the three months ended June 30, 2016 and 2015 were primarily related to continuing refinement of production parts and components for CSRV® industrial Gen Sets and, to a lesser extent, the Hydrogen Reactor Project. Research and development expenses increased by $1,128 to $96,961 in 2016 from $95,833 in 2015.

Compensation and Benefits

Compensation and benefits decreased by ($2,531,621) to $1,026,156 for the three months ended June 30, 2016 from $3,557,777 for the three months ended June 30, 2015. This decrease was primarily due to a decrease in stock-based compensation of ($2,545,865). Stock-based compensation arose from issuances of Series B Convertible Preferred Stock to George J. Coates, Gregory G. Coates and Barry C. Kaye, for anti-dilution.

General and Administrative Expenses

General and administrative expenses increased by $17,387 to $146,477 for the three months ended June 30, 2016 from $129,090 for the three months ended June 30, 2015. This net decrease in 2016 resulted from increases in legal and professional fees of $26,116 and patent maintenance costs of $14,682, partially offset by decreases in investor relations expenses of ($8,978), printing expenses of ($6,467), financing costs of ($6,050), and a net decrease in all other expenses of ($1,916).

Depreciation and Amortization

Depreciation and amortization expense decreased to $11,124 for the three months ended June 30, 2016 from $11,797 for the three months ended June 30, 2015.

Loss from Operations

A loss from operations of ($1,275,918) was incurred for the three months ended June 30, 2016 compared with a loss from operations of ($3,789,697) for the three months ended June 30, 2015.

Other Income (Expense)

Increase in Estimated Fair Value of Embedded Liabilities

The estimated fair value of embedded liabilities, which relates to outstanding convertible promissory notes, is remeasured at each balance sheet date. For the three months ended June 30, 2016 and 2015, other income was recorded to reflect the decrease in the fair value of embedded liabilities of $296,703 and $27,863.

Loss on conversion of convertible notes

For the three months ended June 30, 2016 and 2015, the Company realized a loss on conversion of convertible notes of ($43,650) and ($133,566), respectively.

Interest Expense

Interest expense increased to ($231,462) for the three months ended June 30, 2016 from ($128,735) in 2015. Interest expense in 2016 consisted of non-cash interest related to convertible promissory notes of $69,443, interest on promissory notes and deferred compensation to related parties of $134,192, mortgage loan interest of $25,956, and net other interest of $1,871.

Interest expense in 2015 consisted of non-cash interest related to convertible promissory notes of $72,410, interest on promissory notes to related parties of $18,683, mortgage loan interest of $27,111, interest expense related to the sale/leaseback of equipment of $8,858 and net other interest of $1,674.

Deferred Taxes

For the three months ended June 30, 2016 and 2015, the change in deferred taxes was fully offset by a valuation allowance, resulting in a $-0- net income tax provision.

Net Loss

For the three months ended June 30, 2016, we incurred a net loss of ($1,254,327) or ($0.00) per share, as compared with net loss of ($4,024,135) or ($0.01) per share for three months ended June 30, 2015.

Results of Operations for the Six Months Ended June 30, 2016 and 2015

Our principal business activities and efforts for the six months ended June 30, 2016 and 2015 were devoted to (i) completing work on a new natural gas powered industrial electric, 14.0-liter engine generator, in 2016, by substantially retrofitting a new generator from Cummins Power Systems to incorporate our CSRV® system technology, including procurement of parts, along with a number of engineering design changes, (ii) undertaking efforts to raise additional working capital in order to fund ongoing operations and (iii) research and development of the CSRV® system technology and the hydrogen reactor technology.

Although we incurred substantial net losses for the six months ended June 30, 2016 and 2015 of ($3,411,994) and ($6,838,904), respectively, it is important to consider that a substantial portion of these losses resulted from non-cash expenses required to be recorded for financial reporting purposes in accordance with GAAP. These net losses should be considered in view of the fact that actual cash used by operating activities amounting to ($305,859) and ($429,365) for the six months ended June 30, 2016 and 2015, respectively, was significantly less than these reported net losses.

Revenue

There were no sales for the six months ended June 30, 2016 and 2015.

Sublicensing fee revenue for the six months ended June 30, 2016 and 2015 amounted to $9,600 and $9,600, respectively. Sublicensing fees are being recognized by amortizing the license deposit of $300,000 on the Canadian License over the approximate remaining life of the last CSRV® technology patent in force.

Expenses

Research and Development Expenses

Research and development activities for the six months ended June 30, 2016 and 2015 were primarily related to continuing refinement of production parts and components for CSRV® Industrial Gen Sets and, to a lesser extent, the Hydrogen Reactor Project. Research and development expenses decreased by ($1,221) to $188,523 in 2016 from $189,744 in 2015.

Compensation and Benefits

Compensation and benefits decreased by ($2,928,039) to $2,857,973 for the six months ended June 30, 2016 from $5,786,012 for the six months ended June 30, 2015. This decrease was primarily due to a decrease in stock-based compensation of ($2,926,102). Stock-based compensation arose from issuances of Series B Convertible Preferred Stock to George J. Coates, Gregory G. Coates and Barry C. Kaye, for anti-dilution.

General and Administrative Expenses

General and administrative expenses decreased by ($53,742) to $223,555 for the six months ended June 30, 2016 from $277,297 for the six months ended June 30, 2015. This net decrease in 2016 resulted from decreases in legal and professional fees of ($31,549), net miscellaneous expense of ($12,934), financing costs of ($8,042), printing costs of ($6,467), investor relations expenses of ($6,441), repairs and maintenance of ($2,398) and a net decrease in all other expenses of ($2,965), partially offset by an increase in patent maintenance costs of $17,054.

Depreciation and Amortization

Depreciation and amortization expense decreased to $23,873 for the six months ended June 30, 2016 from $27,759 for the six months ended June 30, 2015.

Loss from Operations

A loss from operations of ($3,284,323) was incurred for the six months ended June 30, 2016 compared with a loss from operations of ($6,271,212) for the six months ended June 30, 2015.

Other Income (Expense)

Increase in Estimated Fair Value of Embedded Liabilities

The estimated fair value of embedded liabilities, which relates to outstanding convertible promissory notes, is remeasured at each balance sheet date. For the six months ended June 30, 2016 and 2015, other income was recorded to reflect the decrease in the fair value of embedded liabilities of $417,781 and $71,895, respectively.

Loss on conversion of convertible notes

For the six months ended June 30, 2016 and 2015, the Company realized a loss on conversion of convertible notes of ($70,030) and ($238,070), respectively.

Interest Expense

Interest expense increased to ($475,422) for the six months ended June 30, 2016 from ($401,517) in 2015. Interest expense in 2016 consisted of non-cash interest related to convertible promissory notes of $229,870, interest on promissory notes and deferred compensation to related parties of $185,846, mortgage loan interest of $52,190, interest expense related to the sale/leaseback of equipment of $1,618 and net other interest of $5,898.

Interest expense for the 2015 period consisted of non-cash interest related to convertible promissory notes of $295,471, interest on promissory notes to related parties of $39,971, mortgage loan interest of $44,819, interest expense related to the sale/leaseback of equipment of $18,989 and net other interest of $2,267.

Deferred Taxes

For the six months ended June 30, 2016 and 2015, the change in deferred taxes was fully offset by a valuation allowance, resulting in a $-0- net income tax provision.

Net Loss

For the six months ended June 30, 2016, we incurred a net loss of ($3,411,994) or ($0.00) per share, as compared with net loss of ($6,838,904) or ($0.01) per share for the six months ended June 30, 2015. Included in the net loss for the six months ended June 30, 2016 and 2015 was $2,788,824 and $6,126,580, respectively, of non-cash expenses, net of non-cash revenues.

Liquidity and Capital Resources

Our cash position at June 30, 2016 was $5,231, a decrease of ($23,976) from the cash position of $29,207 at December 31, 2015. We had negative working capital of ($5,309,391) at June 30, 2016 which represents an improvement in our working capital of $166,567 compared to the ($5,475,958) of negative working capital at December 31, 2015. Our current liabilities of $5,565,549 at June 30, 2016, decreased by $166,751 from $5,732,300 at December 31, 2015. This net decrease primarily resulted from (i) a $417,781 net decrease in the derivative liability related to convertible promissory notes, (ii) a $169,328 decrease in the carrying amount of convertible notes, net of unamortized discount and (iii) repayment of the $19,349 current portion of a finance lease obligation, partially offset by (iv) a $243,087 increase in accounts payable and accrued liabilities, (v) a $158,620 increase in deferred compensation payable and (vi) a net increase in promissory notes due to related parties of $38,000.

Operating activities utilized cash of ($305,858) for the six months ended June 30, 2016, a decrease of ($123,506) from the cash utilized for operating activities of ($429,364) for the six months ended June 30, 2015. Cash utilized by operating activities in the six months ended June 30, 2016 resulted primarily from (i) a cash basis net loss of ($623,169), after adding back (deducting) non-cash stock-based compensation expense of $2,706,829, interest accrued, but not paid of $422,373, a non-cash decrease in embedded derivative liabilities related to convertible notes of ($417,781), a non-cash loss on conversion of convertible notes of $70,030, depreciation and amortization of $23,873, non-cash licensing revenues and other income of ($21,942) and non-cash portion of research and development expenses of $5,443 and (ii) changes in current assets and liabilities, including an increase in inventory of ($28,528), a decrease in other currents assets of $4,735, an increase of $182,484 in accounts payable and accrued liabilities and an increase in deferred compensation payable of $158,620.

Cash used in investing activities of $11,493 for the six months ended June 30, 2016, consisted of outlays for furniture.

Cash provided by financing activities for the six months ended June 30, 2016, amounted to $293,375. This was comprised of proceeds from issuances of common stock under an equity purchase agreement of $120,000, issuances of convertible promissory notes aggregating $96,000 and proceeds from issuances of common stock and warrants amounting to $35,000, partially offset by principal repayments of ($30,000) on a mortgage loan payable, repayments of promissory notes held by related parties of ($10,000) and finance lease obligation payments amounting to ($8,625).

Going Concern

We have incurred net recurring losses since inception, amounting to ($60,382,992) as of June 30, 2016 and had a stockholders' deficiency of ($5,105,266). We will need to obtain additional working capital in order to continue to cover our ongoing cash expenses.

These factors raise substantial doubt about our ability to continue as a going concern. In addition, the current economic environment, which is characterized by tight credit markets, investor uncertainty about how to safely invest funds and low investor confidence, has introduced additional risk and difficulty to our challenge to secure needed additional working capital. Our predecessor Independent Registered Public Accountants have stated in their Auditor's Report dated April 14, 2016, with respect to our financial statements as of and for the year ended December 31, 2015, that these circumstances raise substantial doubt about our ability to continue as a going concern.

During 2016, we restricted variable costs to only those expenses that are necessary to perform activities related to efforts to negotiate sublicenses for distribution of our CSRV® products, raising working capital to enable us to commence production of our CSRV® system technology products, research and development and general administrative costs in support of such activities.

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

Sources of working capital and new funding being pursued by us include (i) sales of common stock and warrants, (ii) issuances of promissory notes and convertible promissory notes, (iii) proceeds from sales of CSRV® Gen Sets and (iv) new equity investment and/or up front licensing fees from prospective new sublicensees. There can be no assurance that we will be successful in securing any of these sources of additional funding. In this event, we may be required to substantially or completely curtail our operations, which could have a material adverse effect on our operations and financial condition.

At June 30, 2016, current liabilities amounted to $5,565,549, comprised of promissory notes due to related parties aggregating $1,493,882, $1,417,339 of legal and professional fees, deferred compensation of $1,080,763, an embedded derivative liability related to our convertible promissory notes of $215,146, accrued interest expense of $336,100, $238,782 of convertible promissory notes, net of unamortized discount, accrued general and administrative expenses of $397,357, deposits of $150,595, accrued research and development expenses of $114,859, the current portion of license deposits of $60,725 and the current portion of a mortgage loan amounting to $60,000.

Contractual Obligations and Commitments

The following table summarizes our contractual obligations and commitments at June 30, 2016:

	Total	2016	2017	2018
Promissory notes to related parties	$ 1,493,882	$ 1,493,882	$ -	$ -
Mortgage loan payable	1,358,158	60,000	60,000	1,238,158
Deferred compensation	1,080,764	1,080,764	-	-
Convertible promissory notes	257,058	76,000	181,058	-
Total	$ 4,189,862	$ 2,710,646	$ 241,058	$ 1,238,158

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Critical Accounting Policies

The Company's significant accounting policies are presented in the Company's notes to financial statements for the period ended June 30, 2016, which are contained in this filing and notes to financial statements for the year ended December 31, 2015 which are contained in the Company's 2015 Annual Report on Form 10-K. The significant accounting policies that are most critical and aid in fully understanding and evaluating the reported financial results include the following:

The Company prepares its financial statements in conformity with GAAP. These principals require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that these estimates are reasonable and have been discussed with the Board of Directors; however, actual results could differ from those estimates.

Long-lived assets such as property, equipment and identifiable intangibles are reviewed for impairment whenever facts and circumstances indicate that the carrying value may not be recoverable. When required, impairment losses on assets to be held and used are recognized based on the fair value of the asset. The fair value is determined based on estimates of future cash flows, market value of similar assets, if available, or independent appraisals, if required. If the carrying amount of the long-lived asset is not recoverable from its undiscounted cash flows, an impairment loss is recognized for the difference between the carrying amount and fair value of the asset. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risk associated with the recovery of the assets. We did not recognize any impairment losses for any periods presented.

Other significant estimates include determining the fair value of convertible promissory notes containing embedded derivatives and variable conversion rates, determining a value for Series A Preferred Stock and Series B Convertible Preferred Stock issued, assigning useful lives to the Company's property, plant and equipment, determining an appropriate amount to reserve for obsolete and slow moving inventory, estimating a valuation allowance for deferred tax assets, assigning expected lives to, and estimating the rate of forfeitures of, stock options granted and selecting a trading price volatility factor for the Company's common stock in order to estimate the fair value of the Company's stock options on the date of grant or other appropriate measurement date. Actual results could differ from those estimates.

New Accounting Pronouncements

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"), which amends the existing accounting standards for revenue recognition. ASU 2014-09 is based on principles that govern the recognition of revenue at an amount an entity expects to be entitled to when products are transferred to customers. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606) – Deferral of the Effective Date, which defers the effective date of ASU 2014-09 for one year and permits early adoption as early as the original effective date. Accordingly, the Company may adopt the standard in either its first quarter of 2018 or 2019.

In April 2016, the FASB issued ASU No. 2016-10, Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing ("ASU 2016-10"), which amends the guidance in ASU 2014-09 related to identifying performance obligations and accounting for licenses of intellectual property. The Company will adopt ASU 2016-10 with ASU 2014-09. The Company is currently evaluating the impact of adopting the new revenue recognition standard, as amended, but does not expect it to have a material impact on its financial statements.

Stock Compensation

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718) ("ASU 2016-09"), which simplified certain aspects of the accounting for share-based payment transactions, including income taxes, classification of awards and classification in the statement of cash flows. ASU 2016-09 will be effective for the Company beginning in its first quarter of 2018. The Company is currently evaluating the impact of adopting the new stock compensation standard, but does not expect it to have a material impact on its financial statements.

Financial Instruments

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments – Overall (Subtopic 825-10) ("ASU 2016-01"), which updates certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for the Company beginning in its first quarter of 2019. The Company does not believe the adoption of the new financial instruments standard will have a material impact on its financial statements.

Inventory Measurement

In July 2015, the FASB issued ASU No. 2015-11, "Inventory – Simplifying the Measurement of Inventory (Topic 330)". This update requires that inventory value be measured at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. Currently, generally accepted accounting principles require that inventory be valued at the lower of cost or market price to replace the inventory. This update is to become effective for annual and interim financial statements for fiscal years ending after December 15, 2016. Earlier application is permitted. This update is required to be applied prospectively. The Company is currently evaluating the impact of this update; however, at this time it does not expect it will have a material impact on its financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are not required to provide the information under this item as we are a smaller reporting company.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934 (the "Exchange Act"), we carried out an evaluation, with the participation of our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") (our principal financial and accounting officer), of the effectiveness of our disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are currently not involved in any litigation that we believe could have a materially adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our company's or our company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

Item 1A. Risk Factors

We believe there are no changes that constitute material changes from the risk factors previously disclosed in the Company's 2015 Annual Report filed on Form 10-K.

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

The following issuances of securities during the six months ended June 30, 2016 were exempt from registration pursuant to Section 4(2), and Regulation D promulgated under the Securities Act. We made this determination based on the representations of the Investors which included, in pertinent part, that such Investors were "accredited investors" within the meaning of Rule 501 of Regulation D promulgated under the Securities Act, and that such Investors were acquiring our common stock for investment purposes for their own respective accounts and not as nominees or agents, and not with a view to the resale or distribution thereof, and that the Investors understood that the shares of our common stock may not be sold or otherwise disposed of without registration under the Securities Act or an applicable exemption therefrom.

In a series of transactions, during the six months ended June 30, 2016, we issued $91,000 of convertible promissory notes to various accredited investors and, after transaction costs, received net proceeds of $85,000. The nominal interest rate on these notes ranged from 9.75% to 10%. These notes are generally convertible into unregistered shares of our common stock at any time beginning six months after issuance, with the exception of $25,000 principal amount which qualified for immediate conversion on the date of issuance. These convertible notes provide for conversion rates at discounts from the trading price of our common stock over a defined number of trading days leading up to the date of conversion (the "Market Price"). The discounts ranged from 30% to 38% of the Market Price.

In a series of transactions, during the six months ended June 30, 2016, an aggregate of $448,290 principal amount of convertible promissory notes, including accrued interest was converted by the holders into 528,526,577 unregistered shares of our common stock.

In a series of transactions, during the six months ended June 30, 2016, we made private sales, pursuant to stock purchase agreements, of 35,000,000 unregistered shares of our common stock and 35,000,000 common stock warrants to purchase one unregistered share of our common stock at an exercise price of $0.001 per share, in consideration for $35,000.

Net proceeds from the above transactions were used for general working capital purposes.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	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.
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Schema
101.CAL	XBRL Taxonomy Calculation Linkbase
101.DEF	XBRL Taxonomy Definition Linkbase
101.LAB	XBRL Taxonomy Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase
101.DE	XBRL Taxonomy Extension Definition Linkbase Document

In accordance with SEC Release 33-8238, Exhibit 32.1 and 32.2 are being furnished and not filed.

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.

COATES INTERNATIONAL, LTD.

Date: August 11, 2016

/s/ George J. Coates

George J. Coates
Duly Authorized Officer, President and
Chief Executive Officer
(Principal Executive Officer)

Date: August 11, 2016

/s/ Barry C. Kaye

Barry C. Kaye
Duly Authorized Officer, Treasurer and
Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George J. Coates, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Coates International, Ltd. (the “registrant”);

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: August 11, 2016

/s/ George J. Coates
George J. Coates
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Barry C. Kaye, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Coates International, Ltd. (the "registrant");

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: August 11, 2016

/s/ Barry C. Kaye
Barry C. Kaye
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of Coates International, Ltd. (the "Company") on Form 10-Q for the period ended June 30, 2016 (the "Report"), I, George J. Coates, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: August 11, 2016

/s/ George J. Coates

George J. Coates
President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Coates International, Ltd. (the "Company") on Form 10-Q for the period ended June 30, 2016 (the "Report"), I, Barry C. Kaye, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: August 11, 2016

/s/ Barry C. Kaye

Barry C. Kaye
Treasurer and Chief Financial Officer
(Principal Financial Officer)