

Wall Street Media Co, Inc.  
Form 10-K  
December 24, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-K**

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

**For the Fiscal Year Ended September 30, 2014**

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

**Commission File Number 333-163439**

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**WALL STREET MEDIA CO, INC.**

(Exact name of registrant as specified in its charter)



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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

There were 26,822,007 shares of the registrant's common stock, par value \$0.001 per share, outstanding on December 23, 2014.

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## CERTAIN CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this annual report on Form 10-K contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause the Company's actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond the Company's control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this report in its entirety, including but not limited to the financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, the Company undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

When used in this yearly report, the terms "Wall Street Media", "Company", "we," "our," and "us" refers to Wall Street Media Company, Inc. and Subsidiary formerly known as Bright Mountain Holdings, Inc. a Nevada corporation.

## **PART I**

### **ITEM 1. BUSINESS**

#### **General**

Wall Street Media Co, Inc. was formed in January 2009 under the original name of My Catalogs Online, Inc. as an internet-based technology company headquartered in New York and Florida. We have had significant experience in cataloging certain goods and services on the Internet and currently maintain a group of related internet domain names. Management has made significant changes in the last 6 months of operation as the company has grown in its knowledge and understanding of the internet and the related responsibilities to maintain carefully managed websites. Management has elected not to post to the internet as an active site "My Catalogs Online" and all the sites related to the catalog business are temporarily in a dormant mode, along with all other related "Catalog Sites" the company currently owns. The company is now focused on financial internet sites.

## **Mission Statement**

About Wall Street Media Co, Inc.

Wall Street Media Co, Inc. is situated within the thriving internet sector, and looks to build partnerships with companies of the utmost quality. Wall Street Media Co, Inc. chooses to implement their efforts within the internet sector because citizens of every country on the planet perpetually need internet communications ranging from advanced technology that can analyze any new forms or systems on the internet to global expansion. With internet professionals and knowledgeable professionals working both within and alongside Wall Street Media Co, Inc. The company now has the means to detect and attain the best companies with the most beneficial services to be provided.

The prominent goal motivating Wall Street Media Co, Inc. is to discover the hidden assets of the financial internet sector and incorporate them into building a strong force of information within the company, as well as disseminating the information to the public. In today's modern world, Internet services and related technology need to be constantly updated and recalibrated to ensure that we are providing the most proficient and best use of technology and information. Wall Street Media Co, Inc. scans the information available on the web as well as researching for companies that utilize the most current sciences and technologies that the world currently has to offer. Wall Street Media Co, Inc has an ultimate goal to build relationships with companies throughout the financial internet industry who have something unique to offer to both the consumer and the businesses involved in new and progressive technology and other important contributions made by companies to benefit society. Through Wall Street Media Co, Inc. and the affiliation with one of the industry's leaders in Domain Names, the company has the inspiration to explore other fields of the sector beyond the boundaries of the usual conforming standards of the industry. There are myriad of sectors and hundreds of niche markets within the financial internet industry, and the ability to build one of the most powerful and effective portfolios in the market place today. Wall Street Media Co, Inc. has the infrastructure, tools, knowledge and capability to turn these objectives into future revenue streams for the benefit of the shareholders and society in general.

## **Company Overview**

Wall Street Media Co, Inc. represents a diverse staff of both business professional and seasoned internet consultants. This means that when opportunities arise, Wall Street Media Co, Inc. is well-equipped to achieve set goals. Not only are opportunities abundant domestically, countless possibilities reveal themselves on the international scale. Countries across the world are creating and researching new and unheard of internet technologies and discoveries. Wall Street Media Co, Inc.'s has a capable and knowledgeable staff, they are able to communicate and connect with companies both in the United States and abroad. Wall Street Media Co, Inc. is equipped with advanced cyber-meeting software, which enables negotiations and multi-media communication from virtually any location on earth.

Wall Street Media Co, Inc. aims to create a profile of success, through efficiently and aggressively acting within the financial internet industry. Wall Street Media Co, Inc. actively searches the internet industry for up and coming technologies, new and evolving companies, and innovative internet services. Through creating relationships with companies that are unlike any other in the field, Wall Street Media Co, Inc. will create partnerships with outstanding potential for growth. When reviewing candidate companies, Wall Street Media Co, Inc. takes the time to meticulously research the candidate and their particular sector of the Internet industry. Prospect companies can include developing technology companies that are domestic, and those with intention to expand to foreign markets.

## **Products and Services**

### **Wall street Media Co, Inc.**

The company has entered into related party transactions to do a limited amount of business with Wall-Street.com LLC, a commonly owned entity. The company has elected not to own directly the Domain Name or the intellectual property associate with Wall-Street.com LLC, and has disclosed such in an 8K filed in July, 2014. This was done for the purpose of debt relief imposed on the company .Wall-Street.com will help provide financial information and services to provide technology services and quotation services at a cost, to generate revenues and increase traffic and awareness of Wall Street Media Co, Inc. (the company) Compensation is being worked into the evaluation of the working agreement. Through the developing working relationship with Wall-Street.com as an emerging leader in financial media arena and fast becoming a well-recognized publisher of U.S. economic news, politics, world news and technology, offering information for the public on several financial areas and continued coverage through blogs and social media to deliver the latest information on micro and small cap stocks, among a variety of other important and relevant information on the financial concerns of today's world.

The media plays an important role in how investors look at financial information and how opinions are shaped based on the information they provide. Information constantly streams into homes, offices and cell phones via television,

newspapers, magazines and the Internet. It can be overwhelming, difficult to understand and determining whom to trust can be confusing. When taking in the financial news, it is important to be able to know where to get the best information; this is the combined mission of the two companies.

## **Marketing Strategy**

**Infrastructure:** The exclusive working arrangement between Wall-Street.com and the company will provide financial services in many different areas, such as a 15 minute delayed quotation system. This will help to provide awareness to the company through this working relationship. We intend to upgrade our infrastructure to allow a higher volume of website bandwidth and search engine optimization (SEO).

**Website and social media platform development:** Ability to expand the platform beyond its current state by hiring a larger staff of programmers for more comprehensive coding and development, maintenance and growth of the site, as well as facilitate integration of trading platform.

**Content and content management:** Combined outsourcing and hiring of writers for the development of content such as charts and graphs, news, blogs, e-newsletters and company profiles.

Highly intensified marketing programs:

Information distribution through LinkedIn, Facebook, Twitter and YouTube.com as well as several other sources to drive traffic to Wall-Street.com. and related financial websites.

Targeted marketing campaigns, such as Google AdWords, initiated at the proper time to draw further traffic and front page exposure.

Aggressive email campaigns to stockbrokers, investment bankers, institutional investors, securities analysts and accredited investors.

Programs targeting investor relations and investment banking firms for small companies.





## **HISTORY OF WALL-STREET.COM**

Since 1984, Wall-Street.com, through its predecessor company, performed an exclusive IR service for a very select and limited group of some of the largest and best-known companies on Wall Street through our “Fastest-Growing Companies”, “Shareholder Friendly Companies” and “Exceptional Companies” investor relations programs. Wall-Street.com IR Programs have been so well received by IR and Wall Street professionals that most Programs became “oversubscribed” shortly after becoming available. Some of Wall-Street.com’s best-know larger alumni include Amgen, Applied Materials, Biogen, BMC Software, Cooper Companies, Genentech, General Dynamics, Medtronic, Motorola, Raymond James Financial and Rent-A-Center.

Ten years later, in 1994, Wall-Street.com’s predecessor established one of the very first financial websites on the Internet and has operated continually since then under the registered trademark name, Wall-Street.com. During this time, it dramatically increased its coverage of microcap companies. Wall-Street.com found this area of the marketplace to be grossly under marketed and presented outstanding investment opportunities that could be identified if time, intelligence and resources were spent to identify the approximately 15% of the microcap stocks that stand an excellent chance of not only surviving but thriving and becoming successful. We found that quite a few of the microcap companies that Wall-Street.com ranked in the top 15% for their outlook went on to become industry and market leaders, amply rewarding investors willing to assume above average risk with exceptional returns. Investors started showing so much attention to Wall-Street.com’s list of small companies with exceptional potential that the firm started a sister site at MicrocapLeaders.com<sup>TM</sup> to profile these companies.

In July 2013, Wall Street Media Co, Inc. was engaged to completely redesign the website to deliver a more robust financial hub for information and re-launched the site in September of 2013. Wall Street Media Co, Inc. took a further step in the development to recognizing exceptional micro and small cap companies which added a vast wealth of information in all areas of the financial industry related to micro and small cap stocks, global economy, world markets, currency, precious metals, research, charts and graphs, licensing, and education for financial services representatives, conferences and expos, and more. This has been done by bringing in new capital and Internet/social networking experts into the firm to expand its capabilities significantly.

The Company is optimistic that the exclusive working relationship with wall-street.com will be on going and that these marketing tools that were implemented were a step in the right direction towards establishing brand recognition. Although no formal agreement has yet been reached, it is generally agreed by a related party that the terms will soon be forth coming. Wall Street Media Co, will be receiving a revenue split with Wall-Street.com LLC, and will adjust according to the further development of the website. More websites are planned, and management continues to refine its marketing plan and budget requirements on an on-going basis. Additional marketing initiatives will be considered as and when new sites are rolled out and/or if management determines existing sites need alternative methods to increase traffic and sales. Going forward, the company continues to explore the various possibilities outlined below.

**Search Engine Optimization.** The Company intends to utilize several marketing channels to promote traffic on its websites. Initially marketing efforts will focus primarily on search engine marketing. The Company intends to achieve exposure through various search engines (e.g. Google, Yahoo, etc.). The Company will also be continuously updating its own website pages for future marketing purposes in order to add new providers in the retail industry.

**Emailing Messaging Campaign.** An Email Messaging Campaign would consist of a targeted email campaign to users who have opted in and confirmed that their email address and information are correct and valid. In addition, the data would be scrubbed on a monthly basis to remove un-deliverables. Recipients can be targeted by geographic location and through over 700 separate lifestyle and demographic selections.

**Social Networking Sites** (i.e. Facebook, Twitter). The Company intends to utilize the social networking sites, such as Facebook, Twitter, and LinkedIn as social media vehicles for ongoing promotions of the company by utilizing various ad placement capabilities through Facebook, Google and Microsoft Ad Center, among others.

**Video Press Releases.** The Company is looking to obtain broadcast access across over several local news media broadcast affiliate stations as well as other media outlets, including posting the information to the company's website.

**YouTube.** The Company is looking into its ability to be broadcast as a trailer in front of 275 of the top viewed, non-copyrighted YouTube videos. The Company is also preparing a seven to eleven second videocommercial for YouTube.

## **ITEM 1A. RISK FACTORS**

An investment in our common stock is highly speculative, involves a high degree of risk, and should be made only by investors who can afford a complete loss. You should carefully consider the following risk factors, together with the other information in this 10-K filing, including our financial statements and the related notes, before you decide to buy our common stock. If any of the following risks actually occur, our business, financial condition, or results of operations could be materially adversely affected, the trading of our common stock could decline, and you may lose all or part of your investment therein.

### **Risks Relating to the Early Stage of our Company**

*We are at a very early operational stage and our success is subject to the substantial risks inherent in the establishment of a new business venture.*

The implementation of our business strategy is in a very early stage. Our business and operations should be considered to be in a very early stage and subject to all of the risks inherent in the establishment of a new business venture. Accordingly, our intended business and operations may not prove to be successful in the near future, if at all. Any future success that we might enjoy will depend upon many factors, several of which may be beyond our control, or which cannot be predicted at this time, and which could have a material adverse effect upon our financial condition, business prospects and operations and the value of an investment in our company.

***We have a very limited operating history and our business plan is unproven and may not be successful.***

Our company was formed in January 2009 but we have not yet begun full scale operations. We have not licensed or sold any substantial amount of products commercially through our websites and do not have any definitive agreements to do so. We have not proven that our business model will allow us to generate a profit.

***We have suffered operating losses since inception and we may not be able to achieve profitability.***

We had an accumulated deficit of \$1,340,058 as of September 30, 2014 and we expect to continue to incur significant developmental expenses in the foreseeable future related to the completion of development and commercialization of our sites. As a result, we are sustaining substantial operating and net losses, and it is possible that we will never be able to sustain or develop the revenue levels necessary to attain profitability.

***We may have difficulty raising additional capital, which could deprive us of necessary resources.***

We expect to continue to devote significant capital resources to fund research and development. In order to support the initiatives envisioned in our business plan, we will need to raise additional funds through public or private debt or equity financing, collaborative relationships or other arrangements. Our ability to raise additional financing depends on many factors beyond our control, including the state of capital markets, the market price of our common stock and the development or prospects for development of competitive technology by others. Because our common stock is not listed on a major stock market, many investors may not be willing or allowed to purchase it or may demand steep discounts. Sufficient additional financing may not be available to us or may be available only on terms that would result in further dilution to the current owners of our common stock.

We expect to raise additional capital during 2015 but we do not have any firm commitments for funding. If we are unsuccessful in raising additional capital, or the terms of raising such capital are unacceptable, we may have to modify our business plan and/or significantly curtail our planned activities and other operations.

***There are substantial doubts about our ability to continue as a going concern and if we are unable to continue our business, our shares may have little or no value.***

The company's ability to become a profitable operating company is dependent upon its ability to generate revenues and/or obtain financing adequate to fulfill its research and market introduction activities, and achieving a level of revenues adequate to support our cost structure has raised substantial doubts about our ability to continue as a going concern. We plan to attempt to raise additional equity capital by selling shares through one or more private placement or public offerings. However, the doubts raised, relating to our ability to continue as a going concern, may make our shares an unattractive investment for potential investors. These factors, among others, may make it difficult to raise any additional capital.

***Failure to effectively manage our growth could place strains on our managerial, operational and financial resources and could adversely affect our business and operating results.***

Should the company develop another subsidiary and if the business of the subsidiary grows, we will be required to manage multiple relationships. Any further growth by us or our subsidiary, or an increase in the number of our strategic relationships will increase this strain on our managerial, operational and financial resources. This strain may inhibit our ability to achieve the rapid execution necessary to implement our business plan, and could have a material adverse effect upon our financial condition, business prospects and operations and the value of an investment in our company.

## **Risks Relating to Our Business**

*We will need to achieve commercial acceptance of our applications to generate revenues and achieve profitability.*

Even if our development yields technologically superior sites, we may not successfully develop commercial sites, and even if we do, we may not do so on a timely basis. We cannot predict when significant commercial market acceptance for our sites and the affiliated products sold thereon will develop, if at all, and we cannot reliably estimate the projected size of any such potential market. If markets fail to accept our sites and related products, we may not be able to generate revenues from the commercial application of our technologies. Our revenue growth and achievement of profitability will depend substantially on our ability to introduce new products that are accepted by customers. If we are unable to cost-effectively achieve acceptance of our sites by customers, or if the associated products do not achieve wide market acceptance, our business will be materially and adversely affected.

*We will need to establish additional relationships with collaborative and development partners to fully develop and market our sites.*

We do not possess all of the resources necessary to develop and commercialize sites and related products on a mass scale. Unless we expand our development capacity and enhance our internal marketing, we will need to make appropriate arrangements with collaborative affiliates to develop and commercialize current and future sites and products.

Collaborations may allow us to:

generate cash flow and revenue;

offset some of the costs associated with our internal development; and

successfully commercialize site and product candidates.

If we need, but do not find appropriate affiliate arrangements, our ability to develop and commercialize sites and products could be adversely affected. Even if we are able to find collaborative partners, the overall success of the development and commercialization of sites and affiliate products will depend largely on the efforts of other parties and is beyond our control. In addition, in the event we pursue our commercialization strategy through collaboration, there are a variety of attendant technical, business and legal risks, including:

a development partner would likely gain access to our proprietary information, potentially enabling the partner to develop sites and affiliate products without us or design around our intellectual property;

we may not be able to control the amount and timing of resources that our collaborators may be willing or able to devote to the development or commercialization of our sites and affiliate products, or to their marketing and distribution; and

disputes may arise between us and our collaborators that result in the delay or termination of the development or commercialization of our product candidates or that result in costly litigation or arbitration that diverts our management's resources.

The occurrence of any of the above risks could impair our ability to generate revenues and harm our business and financial condition.

***We expect to rely on third parties to manufacture or distribute the products sold and our business will suffer if they do not perform.***

We do not expect to manufacture or distribute any of the products sold on our sites and third party contractors will provide manufacturing services. If these contractors/providers do not operate in accordance with regulatory requirements and quality standards, our business will suffer. We expect to sell products and services that are provided by outside sole suppliers. The qualification of additional or replacement vendors is time consuming and costly. If a supplier has significant problems supplying our products, our sales and revenues will be hurt until we find a new source of supply.

***We rely on third parties to support our Company sites, and our business will suffer if they do not provide adequate support.***

A stable network of servers and routers capable of handling high internet traffic and large database driven search features is required to support our sites. The database and server infrastructure is outsourced to a company designed to provide these specific services. The facility consists of a data center equipped with raised floors, backup power generation, proper cooling, network bandwidth and security, to support the infrastructure required to handle Internet



traffic flow. If they do not provide the level of services and support necessary our business will suffer.

***We may not be successful at marketing our sites or the underlying products.***

We may not be able to market the sites or the underlying products and any financial or research efforts we exert to develop, commercialize or promote such sites and products may not result in revenue or earnings.

***We may lose out to larger and better-established competitors.***

The Internet and financial industries are intensely competitive. Most of our competitors have significantly greater financial, technical, marketing and distribution resources as well as greater experience in the industry than we have. Our sites may not be competitive with other technologies. If this happens, our sales and revenues will decline. In addition, our current and potential competitors may establish cooperative relationships with larger companies, to gain access to greater development or marketing resources. Competition may result in price reductions, reduced gross margins and loss of market share.

***Our sites may be displaced by newer technology.***

The Internet and financial industries are undergoing rapid and significant technological change. Third parties may succeed in developing or marketing technologies and products that are more effective than those developed or marketed by us, or that would make our technology and sites obsolete or non-competitive. Accordingly, our success will depend, in part, on our ability to respond quickly to technological changes through the development and introduction of new sites and products. We may not have the resources to do this. If our sites or product candidates become obsolete and our efforts to secure and develop new products and sites do not result in any commercially successful sites or products, our sales and revenues will decline.

## **Risks Relating to our Stock**

*We have no firm commitments to purchase any substantial amount of shares.*

We have no firm commitment for the purchase of any large quantities of shares. Therefore there is no assurance that a trading market will develop or be sustained. The Company has not engaged a placement agent or broker for the sale of the shares. The Company may be unable to identify investors to purchase the shares and may have inadequate capital to support its ongoing business obligations.

*All proceeds from the sale of shares offered by the company will be and have been immediately available for use by the company.*

All proceeds from the sale of shares to date, offered by the company, have been and will continue to be available for immediate use by the company. The proceeds of the sale may not be sufficient to implement the company's business strategy.

*The sale of the shares of common stock acquired in private placements could cause the price of our common stock to decline.*

During 2009, 2010, 2011, and 2012 we completed financings in which we issued common stock to certain private investors. The terms of these transactions require that for certain shares, we file registration statements with the Securities and Exchange Commission under which the investors may resell to the public common stock acquired in these transactions.

The selling stockholders under these registration statements may sell none, some, or all of the shares of common stock acquired from us. We have no way of knowing whether or when the selling stockholders will sell the shares covered by these registration statements. Depending upon market liquidity at the time, a sale of shares covered by these registration statements at any given time could cause the trading price of our common stock to decline. The sale of a substantial number of shares of our common stock under these registration statements, or anticipation of such sales, could make it more difficult for us to sell equity or equity-related securities in the future at a time and at a price that we might otherwise wish to effect sales.

Currently, our shares are traded on the OTC.QB under the symbol of WSCO.

*A low market price would severely limit the potential market for our common stock.*

Our common stock is expected to trade at a price substantially below \$5.00 per share, subjecting trading in the stock to certain SEC rules requiring additional disclosures by broker-dealers. These rules generally apply to any non-NASDAQ equity security that has a market price share of less than \$5.00 per share, subject to certain exceptions (a “penny stock”). Such rules require the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and the risks associated therewith and impose various sales practice requirements on broker-dealers who sell penny stocks to persons other than established customers and institutional or wealthy investors. For these types of transactions, the broker-dealer must make a special suitability determination for the purchaser and have received the purchaser’s written consent to the transaction prior to the sale. The broker-dealer also must disclose the commissions payable to the broker-dealer, current bid and offer quotations for the penny stock and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer’s presumed control over the market. Such information must be provided to the customer orally or in writing before or with the written confirmation of trade sent to the customer. Monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. The additional burdens imposed upon broker-dealers by such requirements could discourage broker-dealers from effecting transactions in our common stock.

***FINRA sales practice requirements may also limit a stockholders ability to buy and sell our stock.***

In addition to the penny stock rules promulgated by the SEC, which are discussed in the immediately preceding risk factor, FINRA rules require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative, low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low-priced securities will not be suitable for at least some customers. FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit the ability to buy and sell our stock and have an adverse effect on the market value for our shares.

***An investor's ability to trade our common stock may be limited by trading volume.***

A consistently active trading market for our common stock may not occur on the OTCQB. A limited trading volume may prevent our shareholders from selling shares at such times or in such amounts as they may otherwise desire. The company's shares are currently traded on the OTCQB under the symbol WSCO.

***Our company has a concentration of stock ownership and control, which may have the effect of delaying, preventing, or deterring a change of control.***

Our common stock ownership is highly concentrated. Through ownership of shares of our common stock, one shareholder, Jerrold D. Burden, Chairman beneficially owns 65% of our total outstanding shares of common stock. As a result of the concentrated ownership of the stock, this stockholder, acting alone, will be able to control all matters requiring stockholder approval, including the election of directors and approval of mergers and other significant corporate transactions. This concentration of ownership may have the effect of delaying, preventing or deterring a change in control of our company. It could also deprive our stockholders of an opportunity to receive a premium for their shares as part of a sale of our company and it may affect the market price of our common stock.

***We have not voluntarily implemented various corporate governance measures, in the absence of which, shareholders may have more limited protections against interested director transactions, conflicts of interest and similar matters.***

Federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements; others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or the NASDAQ Stock Market, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges and NASDAQ, are those that address the board of Directors independence, audit committee oversight, and the adoption of a code of ethics. While our Board of Directors has adopted a Code of Ethics and Business Conduct, we have not yet adopted any of these corporate governance measures, and since our securities are not listed on a national securities exchange or NASDAQ, we are not required to do so. It is possible that if we were to adopt some or all of these corporate governance measures, shareholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. For example, in the absence of audit, nominating and compensation committees comprised of at least a majority of independent directors, decisions concerning matters such as compensation packages to our senior officers and recommendations for director nominees, may be made by a majority of directors who have an interest in the outcome of the matters being decided. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

*Because we will not pay dividends in the foreseeable future, stockholders will only benefit from owning common stock if it appreciates.*

We have never paid dividends on our common stock and we do not intend to do so in the foreseeable future. We intend to retain any future earnings to finance our growth. Accordingly, any potential investor who anticipates the need for current dividends from his investment should not purchase our common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## **ITEM 2. PROPERTY**

The company previously leased office space at 6301 N.W. 5<sup>th</sup> Way, Suite 1400, Fort Lauderdale, Florida, as our principal offices for \$750 per month, under a Sublease Agreement entered into January 1, 2012. The lease term was month to month. The company's new office address is 40 Wall Street, 28<sup>th</sup> floor, New York, NY 10005.

## **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results

## **PART II**

### **ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

#### **Market Information**

No dividends have been paid to date and the Company's Board of Directors does not anticipate paying dividends in the foreseeable future.

As of December 21, 2014, the Company had 26,822,007 shares of common stock issued, par value \$0.001, held by approximately 80 shareholders of record.

#### **Dividend Policy**

We have not paid any cash dividends on our common stock and do not plan to pay any such dividends in the foreseeable future. Our Board of Directors, or Board, will determine our future dividend policy on the basis of many factors, including results of operations, capital requirements, and general business conditions.

**Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities**

There were no sales of unregistered securities during this period of time.

**ITEM 6. SELECTED FINANCIAL DATA**

Not Applicable to smaller reporting companies.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **FORWARD LOOKING STATEMENTS**

There are statements in this Form 10-K that are not historical facts. These "forward-looking statements" can be identified by use of terminology such as "believe", "hope", "may", "anticipate", "should", "intend", "plan", "will", "expect", "project", "positioned", "strategy", and similar expressions. You should be aware that these forward-looking statements are subject to risks and uncertainties that are beyond our control. For a discussion of these risks, you should read this entire 10-K document carefully. Although management believes that the assumptions underlying the forward-looking statements are reasonable, they do not guarantee our future performance, and actual results could differ from those contemplated by these forward-looking statements. The assumptions used for the purposes for the forward-looking statements specified in the following information represent estimates of future events and are subject to uncertainty as to possible changes in economic, legislative, industry, and other circumstances. As a result, the identification and interpretation of data and other information and their use in developing and selecting assumptions from and among reasonable alternatives require the exercise of judgment. To the extent that the assumed events do not occur, the outcome may vary substantially from anticipated or projected results, and, accordingly, no opinion is expressed on the achievability of those forward-looking statements. In the light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained in this Form 10-K will in fact transpire. You are cautioned not to place reliance on these forward-looking statements, which speak only as of their dates. We do not undertake any obligation to update or revise any forward-looking statements.

### **OVERVIEW**

Wall Street Media Company, Inc. and former subsidiary, formerly known as Bright Mountain Holdings, Inc. ("Wall Street Media", "Company" "we" "us" "our") was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 6, 2009. The Company holds the domain names to various domains and has the ability to provide a master web link to these sites. In April 2009, the Company changed its name to My Catalogs Online, Inc., and again in November 2012 to Bright Mountain Holdings, Inc. and in August 2013 to Wall Street Media Company, Inc. however, the Company maintains the web domain of Mycatalogsonline.com and does no business under that name.

The Company owns 100% of the outstanding common stock of Catalog Enterprises, Inc. which was formed in March 2009, for the purpose of acquiring and maintaining domain names for future use within the Company's business model and for providing website development services for other companies. The company Catalogs Enterprises was formally dissolved with the Secretary of the State of Florida in 2013. All stock shares were cancelled.



## **CRITICAL ACCOUNTING ESTIMATES**

In response to the SEC's financial reporting release, FR-60, Cautionary Advice Regarding Disclosure About Critical Accounting Policies, the Company has selected its more subjective accounting estimation processes for purposes of explaining the methodology used in calculating the estimate, in addition to the inherent uncertainties pertaining to the estimate and the possible effects on the Company's financial condition. These accounting estimates are discussed below. These estimates involve certain assumptions that if incorrect could create a material adverse impact on the Company's results of operations and financial condition.

### *Revenue Recognition*

Revenue is recognized when persuasive evidence of an arrangement exists, products are delivered to and accepted by the customer, economic risk of loss has passed to the customer, the price is fixed or determinable, collection is reasonably assured, and any future obligations of the Company are insignificant.

Revenue is derived from the primary stream of website development services further defined below:

*Website Development Services:* As the Company continues to develop its core business, the company leverages its expertise and team of design and development resources, to build and optimize websites for other Companies, generating additional revenues. This model is currently in use by the Company. Revenue is recognized when services are rendered.

## RESULTS OF OPERATIONS

### FOR THE YEAR ENDED SEPTEMBER 30, 2014 COMPARED TO THE YEAR ENDED SEPTEMBER 30, 2013

*Revenue:* The Company's revenues increased approximately 17% from \$60,500 during the year ended September 30, 2013 to \$70,950 for the year ended September 30, 2014 due to an increase in website development services.

*Operating Expenses:* The Company's operating expenses increased approximately 13% from \$147,348 during the year ended September 30, 2013 to \$166,796 for the year ended September 30, 2014. The primary reason for this was due to the increases in salaries and office and administrative expenses, offset by a decrease in professional fees.

*Interest Expense:* The Company's interest expense decreased approximately 100% from \$6,688 during the year ended September 30, 2013 as compared to \$0 for the year ended September 30, 2014 due to the fact there were no further issuances of notes payable and all existing notes were converted to stock.

The Company's net loss from operations decreased approximately 14% from \$110,848 for the year ended September 30, 2013 as compared to \$95,846 for the year ended September 30, 2014. The primary reason for this was due to the increase in website development services revenue and a decrease in professional fees.

## LIQUIDITY AND CAPITAL RESOURCES

Net cash used in operating activities was \$19,001 for the year ended September 30, 2014 as compared to \$57,381 for the year ended September 30, 2013.

Net cash provided by financing activities was \$18,500 for the year ended September 30, 2014 as compared to \$55,089 for the year ended September 30, 2013, primarily due to a decrease in cash contributed by stockholder.

As of December 30, 2014, the Company had approx. \$1,500 in cash. The Company plans to fund ongoing operations by continuing to pursue contracts to develop websites in efforts to generate additional revenue. In addition, the

Company is actively seeking investor funding.

#### **RELATED PERSON TRANSACTIONS**

For information on related party transactions and their financial impact, see Note 5 to the consolidated financial statements.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

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

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable for smaller reporting companies.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**INDEX TO FINANCIAL STATEMENTS**

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of  
Wall Street Media Co, Inc.

We have audited the accompanying consolidated balance sheets of Wall Street Media Co, Inc. as of September 30, 2014 and 2013, and the related consolidated statements of operations, stockholders' deficit, and cash flows for the years then ended. Wall Street Media Co, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wall Street Media Co, Inc. as of September 30, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred operating losses, has incurred negative cash flows from operations and has a working capital deficit. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

D. Brooks and Associates CPA's, P.A.  
West Palm Beach, Florida  
December 24, 2014

**D. Brooks and Associates CPA's, P.A. - 319 Clematis Street Suite 318, West Palm Beach, FL 33401 – (954)  
592-2507**

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**WALL STREET MEDIA CO, INC. AND SUBSIDIARY****Consolidated Balance Sheets**

	September 30, 2014	September 30, 2013
<b>ASSETS</b>		
Current Assets		
Cash	\$1,332	\$1,833
Total current assets	1,332	1,833
<b>Total Assets</b>	<b>\$1,332</b>	<b>\$1,833</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current Liabilities		
Accrued expenses	\$16,412	\$48,367
Deferred compensation	112,800	24,000
Total current liabilities	129,212	72,367
Commitments and Contingencies		
Stockholders' Deficit		
Preferred stock, \$0.001 par value; 5,000,000 shares authorized; none issued or outstanding	-	-
Common stock, \$0.001 par value; 195,000,000 shares authorized; 26,822,007 issued and outstanding	26,822	26,822
Additional paid-in capital	1,185,356	1,146,856
Accumulated deficit	(1,340,058)	(1,244,212)
Total stockholders' deficit	(127,880 )	(70,534 )
<b>Total Liabilities and Stockholders' Deficit</b>	<b>\$1,332</b>	<b>\$1,833</b>

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

**WALL STREET MEDIA CO, INC. AND SUBSIDIARY****Consolidated Statements of Operations**

	For the year ended September 30, 2014	For the year ended September 30, 2013
Revenues:		
Website development services	\$57,900	\$16,100
Website development services-related parties	13,050	44,400
Total Revenues	70,950	60,500
Operating Expenses:		
Internet & hosting services	3,027	1,501
Programming & development	24,087	26,315
Advertising & marketing	1,450	454
Office & administrative	15,415	7,807
Domain names	1,643	6,106
Professional fees	24,960	49,065
Salaries	96,000	73,000
Rent	214	7,100
Total Operating Expenses	166,796	147,348
Loss From Operations	(95,846 )	(110,848 )
Other Expense		
Interest expense	-	6,688
Total Other Expense	-	6,688
Net loss	\$(95,846 )	\$(117,536 )
Net loss per share - basic and diluted	\$(0.00 )	\$(0.01 )
Weighted average number of common shares - Basic and Diluted	26,822,007	17,683,020

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



**WALL STREET MEDIA CO, INC. AND SUBSIDIARY****Consolidated Statement of Changes in Stockholders' Deficit****For the Years ended September 30, 2014 and 2013**

	Common Stock Shares Issued	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
Balance at September 30, 2012	1,386,280	\$ 1,386	\$ 601,616	\$(1,126,676 )	\$( 523,674 )
Contributed capital			55,089		55,089
Common stock issued for conversion of related party debt	25,435,727	25,436	490,151	-	515,587
Net loss	-	-	-	(117,536 )	(117,536 )
Balance at September 30, 2013	26,822,007	26,822	1,146,856	(1,244,212 )	( 70,534 )
Forgiveness of amounts due to stockholders			38,500		38,500
Net loss	-	-	-	(95,846 )	(95,846 )
Balance at September 30, 2014	26,822,007	\$ 26,822	\$ 1,185,356	\$(1,340,058 )	\$( 127,880 )

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

**WALL STREET MEDIA CO, INC. AND SUBSIDIARY****Consolidated Statements of Cash Flows**

	For the year ended September 30, 2014	For the year ended September 30, 2013
Cash flows used in Operating Activities:		
Net loss	\$ (95,846 )	\$ (117,536 )
Adjustments to reconcile net loss to net cash used in operating activities:		
Deferred compensation	88,800	24,000
Changes in operating assets and liabilities:		
Increase (decrease) in accrued expenses	(11,955 )	36,155
Net cash used in operating activities	(19,001 )	(57,381 )
Cash flows provided by Financing Activities:		
Cash contributed by stockholder	-	55,089
Proceeds from loans payable stockholders	18,500	-
Net cash provided by financing activities	18,500	55,089
Decrease in cash during the year	(501 )	(2,292 )
Cash, beginning of year	1,833	4,125
Cash, end of year	\$ 1,332	\$ 1,833
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Conversion of related party debt into common stock	\$ -	\$ 515,587
Forgiveness of amount due to stockholders	\$ 38,500	\$ -

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

**Wall Street Media Co, Inc. and Subsidiary**

**Notes to Consolidated Financial Statements**

**For the Years Ended September 30, 2014 and 2013**

**Note 1 – Nature of Operations and Summary of Significant Accounting Policies**

**Nature of Operations**

Wall Street Media Co, Inc. and Subsidiary (the “Company”) was organized as Mycatalogsonline.com, Inc. in the state of Nevada on January 26, 2009. In April 2009, the Company changed its name to My Catalogs Online, Inc. In November 2012 the Company changed its name to Bright Mountain Holdings, Inc. and effected a 1 for 10 reverse stock split (see Note 13). In August, 2013 the Company changed its name to Wall Street Media Co, Inc.

The Company owns 100% of the outstanding common stock of Catalog Enterprises, Inc., which was formed in March 2009, for the purpose of acquiring and maintaining domain names for future use within the Company’s business model and for providing website development services for other companies.

**Principles of Consolidation**

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Catalog Enterprises, Inc. All material inter-company transactions and balances have been eliminated in consolidation.

**Use of Estimates**

The consolidated financial statements are prepared in accordance with Accounting Principles Generally Accepted in the United States (“GAAP”). These accounting principles require the Company to make certain estimates, judgments and assumptions. The Company believes that the estimates, judgments and assumptions upon which it relies are reasonable based upon information available at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of

the consolidated financial statements as well as the reported amounts of revenues and expenses during the periods presented. The consolidated financial statements would be affected to the extent there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result. Significant estimates include the valuation of equity based transactions and related services, and the valuation allowance on deferred tax assets.

### **Revenue Recognition**

In accordance with ASC 605-10, revenue is recognized when persuasive evidence of an arrangement exists, products are delivered to and accepted by the customer, economic risk of loss has passed to the customer, the price is fixed or determinable, collection is reasonably assured, and any future obligations of the Company are insignificant. These criteria are generally met during the period when the development services are provided or completed.

**Wall Street Media Co, Inc. and Subsidiary**

**Notes to Consolidated Financial Statements**

**For the Years Ended September 30, 2014 and 2013**

**Advertising**

The Company conducts advertising for the promotion of its products and services. In accordance with ASC 720-35, advertising costs are charged to operations when incurred; such amounts aggregated \$1,450 in 2014 and \$454 in 2013.

**Income Taxes**

The Company accounts for income taxes pursuant to the provisions of ASC 740-10 "Accounting for Income Taxes," which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

Upon inception, the Company adopted the provisions of ASC 740-10, *Accounting for Uncertain Income Tax Positions*. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above should be reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all highly certain of being upheld upon examination. As such, the Company has not recorded a liability for unrecognized tax benefits. As of September 30, 2014, tax years 2014, 2013, 2012, 2011, and 2010 remain open for IRS audit. The Company has received no notice of audit from the Internal Revenue Service for any of the open tax years.

**Basic and Diluted Net Loss per Common Share**

Basic net loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. Diluted net loss per common share is computed by dividing the net loss by the weighted average number of common shares outstanding for the period and, if dilutive, potential common shares outstanding during the period. Potentially dilutive securities consist of the incremental common shares issuable upon exercise of common stock equivalents such as stock options and convertible debt instruments. Potentially dilutive securities are excluded from the computation if their effect is anti-dilutive. There were no potentially dilutive securities outstanding as of September 30, 2014 and 2013.

### **Recent Accounting Pronouncements**

The Company does not believe these are any new accounting pronouncements that have been issued that might have a material impact on its consolidated financial statements.

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**Wall Street Media Co, Inc. and Subsidiary**

**Notes to Consolidated Financial Statements**

**For the Years Ended September 30, 2014 and 2013**

**Note 2 – Going Concern**

As reflected in the accompanying consolidated financial statements for the years ended September 30, 2014 and 2013, the Company reported net losses of \$95,846 and \$117,536, respectively, and used cash for operating activities of \$19,001 and \$57,381 in 2014 and 2013, respectively. In addition, the Company has a working capital deficit of \$129,212 at September 30, 2014. These matters raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to implement its business plan and continue as a going concern. Management plans to continue to pursue contracts to develop websites in efforts to generate additional revenue. In addition, the Company is actively seeking investor funding. The company has elected to study the possibility of a merger partnership with a private entity to further the possibilities of success and the protection of the shareholders interests in the company.

**Note 3 – Related Party Transactions**

\$13,050, and \$44,400, or 18% and 73%, of the Company's revenue during the years ended September 30, 2014 and 2013, respectively, was derived from a related party where the Chairman and CEO of the Company is the president.(See Note 8).

During the year ended September 30, 2014, the Company's chairman and chief executive officer settled \$8,000 of accounts payable on behalf of the Company. These amounts are due on demand and non-interest bearing. During the year ended September 30, 2014, the Company repaid \$1,000 and the officer agreed to forgive the remaining \$7,000.

During the year ended September 30, 2014, a stockholder advanced \$6,500 to the Company for working capital purposes. The advance was non-interest bearing and due on demand. During the year ended September 30, 2014, the stockholder agreed to forgive this advance.

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During the year ended September 30, 2014, a stockholder advanced \$5,000 to the Company for working capital purposes. The advance was non-interest bearing and due on demand. During the year ended September 30, 2014, the stockholder agreed to forgive this advance.

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**Wall Street Media Co, Inc. and Subsidiary**

**Notes to Consolidated Financial Statements**

**For the Years Ended September 30, 2014 and 2013**

**Note 4 – Stockholders’ Deficit**

The Company has 5,000,000 preferred shares authorized. None are designated, issued or outstanding.

*Reverse Stock Split and Name Change*

On November 14, 2012, the Company effected a 1 for 10 reverse stock split of the outstanding common stock of the Company. All share and per share information in the accompanying consolidated financial statements and footnotes has been retroactively adjusted to give effect to the reverse stock split.

*Conversion of Related Party Debt to Common Stock and Capital Contributions*

During the year ended September 30, 2014, certain stockholders forgave advances totaling \$38,500, which was recorded as additional paid in capital.

On February 8, 2013, the two related party stockholders converted their convertible promissory notes and related accrued interest through December 31, 2012 totaling \$272,291 into shares of common stock at the contractual conversion price of \$0.40 per share. In addition, certain other outstanding liabilities of the principal stockholders, such as accrued rent of \$23,800 and accrued salary of \$223,750 was converted to shares at \$0.01 per share. Total shares issued were 25,435,727.

Accrued interest on the convertible notes and any other accrued liabilities due to the two principal stockholders from January 1, 2013 to February 8, 2013 totaling \$55,089 were forgiven and were reclassified to additional paid in capital.

**Note 5 – Income Taxes**

There was no income tax expense in fiscal 2014 and 2013 due to the Company's net taxable losses.

The reconciliation of income tax expense (benefit) for the years ended September 30, 2014 and 2013 computed at the United States federal tax rate of 34% to income tax expense (benefit) is as follows:

	2014	2013
Tax benefit at the United States statutory rate	\$(32,588)	\$(39,892)
State income tax, net of federal benefit	(3,518 )	(4,413 )
Permanent differences	2,382	2,076
True-up	45,164	51,626
Change in valuation allowance	(11,440)	(9,397 )
Income tax expense (benefits)	\$-	\$-

The tax effect of temporary differences that give rise to significant portions of the deferred tax assets is as follows:

	2014	2013
Net operating loss carryforward	\$305,793	\$312,954
Accrued salary	27,711	9,110
Valuation allowance	(333,504)	(322,064)
Net deferred tax assets	\$-	\$-

**Wall Street Media Co, Inc. and Subsidiary**

**Notes to Consolidated Financial Statements**

**For the Years Ended September 30, 2014 and 2013**

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. At September 30, 2014 the Company has net operating losses (NOL) of approximately \$900,000 that will expire from 2032 to 2033. In the event that a significant change in ownership of the Company occurs as a result of the Company's issuance of common stock, the utilization of the NOL carry forward will be subject to limitation under certain provisions of the Internal Revenue Code. Management does not presently believe that such a change has occurred.

A valuation allowance is established if it is more likely than not that all or a portion of the deferred tax asset will not be realized. Accordingly, a valuation allowance was established at September 30, 2014 and 2013 for the full amount of our deferred tax assets due to the uncertainty of realization. Management believes that based upon its projection of future taxable operating income for the foreseeable future, it is more likely than not that the Company will not be able to realize the benefit of the deferred tax assets at September 30, 2014 and 2013. The valuation allowance as of September 30, 2014 was \$333,504. The net change in the valuation allowance during the year ended September 30, 2014 was an approximate decrease of \$11,440.

**Note 6 – Commitments and Contingencies**

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. As of September 30, 2014 and 2013, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on our results of operations.

**Note 7 – Concentrations**

During the year ended September 30, 2014, a significant portion of the Company's revenue was from a few customers as follows:

% of

	Total	
	Revenue	
Customer A	37	%
Customer B (Related Party)	18	%
Customer C	13	%
Customer D	11	%

During the years ended September 30, 2014 and 2013, 18% and 73%, respectively, of the Company's revenues were from a related party. (See Note 3).

### **Note 8 – Subsequent Events**

In November, 2014, the Company received \$20,000 from the issuance of a note payable that accrues interest at an annual rate of 4%, payable on demand.

In December, 2014, the Company's sole officer agreed to forgive \$112,800 of deferred salary in exchange for 100,000 shares of common stock.

**ITEM 9. CHANGES AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

Not applicable.

**Item 9A(T) CONTROLS AND PROCEDURES**

**Disclosure Controls**

We carried out an evaluation required by Rule 13a-15(b) of the Securities Exchange Act of 1934, or the Exchange Act, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Exchange Act Rule 13a-15(e). Disclosure controls and procedures are designed with the objective of ensuring that (i) information required to be disclosed in an issuer's reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

The evaluation of our disclosure controls and procedures included a review of our objectives and processes and effect on the information generated for use in this report. This type of evaluation is done quarterly so that the conclusions concerning the effectiveness of these controls can be reported in our periodic reports filed with the SEC. We intend to maintain these controls as processes that may be appropriately modified as circumstances warrant.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are not effective in timely alerting them to material information which is required to be included in our periodic reports filed with the SEC as of the end of the period covering this report.



## **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of September 30, 2014 based on the criteria set forth in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the criteria set forth in Internal Control — Integrated Framework, our management concluded that our internal control over financial reporting was not effective as of September 30, 2014.

However, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Management necessarily applied its judgment in assessing the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Because of the inherent limitations in a control system, misstatements due to error or fraud may occur and may not be detected.

This report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. We were not required to have, nor have we engaged our independent registered public accounting firm to perform, an audit on our internal control over financial reporting pursuant to the rules of the SEC that permit us to provide only management's report in this report.

## **Changes in Internal Control Over Financial Reporting**

During our most recent fiscal quarter, there has not been any change in our internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f) that has materially affected, or is reasonably likely to affect, our internal control over financial reporting.

## **Item 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

<b>Name</b>	<b>Age</b>	<b>Position</b>
Jerrold D. Burden	63	Chairman of the Board, Director, President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer

*Directors*

**Jerrold D. Burden**

**Chairman of the Board, Director, President, Chief Executive Officer, Chief Financial Officer, Secretary, Treasurer**

Jerrold D. Burden has served in the above capacities since the inception of the Company. Mr. Burden is chiefly responsible for the first stage development of the Company and the assembly of the initial team of experts required to launch the Company. Mr. Burden has been President of Atomic Guppy, formerly known as XTX Energy since 2005 until August, 2009, when the company Atomic Guppy was acquired by Quamtel. At that time, Mr. Burden resigned as President and devoted full time to the development of the Company.

Mr. Burden is a Colorado native and has been involved in the development of start-up companies since the mid-1980s. Mr. Burden has been involved in fundraising efforts for public and private companies, as well as selected charities. He has been actively involved in community projects and served as a Director of the Douglas County Economic Development Council. Mr. Burden studied in economics and business while he attended Western State College in Colorado. He is also a veteran of the armed services and was honorably discharged in 1974.



**Corporate Governance:**

**Code of Conduct and Ethics.** We have adopted a code of business conduct and ethics that applies to our directors, officers and all employees. The code of business conduct and ethics may be obtained free of charge by writing to Wall Street Media Co., Inc., Attn: Chief Financial Officer, 40 Wall Street, 28<sup>th</sup> Floor, New York, NY 10005.

**ITEM 11. EXECUTIVE COMPENSATION**

Summary Compensation Table. The following table sets forth certain information concerning the annual compensation of our Chief Executive Officer, Chief Financial Officer during the last two fiscal years.

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Stock Awards	(f) Option Awards	(g) Incentive plan compensation	(h) Non-equity Nonqualified Deferred Compensation earnings	(i) All Other Compensation	(j) Total Compensation
Jerrold D. Burden <i>Chairman of the Board, CEO CFO, Secretary, Treasurer</i>	2014	\$96,000	0	0	0	0	0	0	\$ 96,000
	2013	\$49,000	0	0	0	0	0	0	\$ 49,000

Outstanding Equity Awards at Fiscal Year End. There were no outstanding equity awards as of September 30, 2014.

Compensation of Directors. We have no non-employee directors, and one employee director and no compensation was paid to this director in the period ended September 30, 2014 and 2013. We intend to identify qualified candidates to serve on the Board of Directors and to develop a compensation package to offer to members of the Board of Directors and its Committees.

Audit, Compensation and Nominating Committees. Considering the fact that we are an early stage company, we do not maintain standing audit, compensation or nominating committees. The functions typically associated with these committees are performed by the entire Board of Directors which currently consists of one member who is not considered independent.



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

Security Ownership of Principal Stockholders, Directors, Nominees and Executive Officers and Related Stockholder Matters.

The following table sets forth, as of September 30, 2014, certain information with respect to the beneficial ownership of shares of our common stock by: (i) each person known to us to be the beneficial owner of more than five percent (5%) of our outstanding shares of common stock, (ii) each director or nominee for director of our Company, (iii) each of the executives, and (iv) our directors and executive officers as a group. Unless otherwise indicated, the address of each shareholder is c/o our company at our principal office address:

Beneficial Owner	Address	Number of Shares Beneficially Owned (*)	Percent of Class (**)
Jerrold D. Burden		14,847,705	55.4 %
Ron Teblum		6,588,021	24.5 %
All Directors and Officers and Beneficial Owners as a Group (2 persons)		21,435,726	79.9 %

(\*) Beneficial ownership is determined in accordance with the rules of the SEC which generally attribute Beneficial ownership of securities to persons who possess sole or shared voting power and/or investment power with respect to those securities. Unless otherwise indicated, voting and investment power are exercised solely by the person named above or shared with members of such person’s household. This includes any shares such person has the right to acquire within 60 days.

(\*\*) Percent of class is calculated on the basis of the number of shares outstanding on December 21, 2014 (26,822,007).

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

73.4% and 18.4% of the Company’s revenues during fiscal 2013 and 2014, respectively, for website development services was almost entirely derived from a related party where our chairman is also the president.



**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

We do not currently have an audit committee; however it is our policy to have all audit and audit-related fees pre-approved by the board of directors.

The Board of directors reviews and approves audit and permissible non-audit services performed by its independent registered public accounting firm, as well as the fees charged for such services. In its review of non-audit service and its appointment of D. Brooks and Associates CPAs, P.A. as our independent registered public accounting firm, the Board of Directors considered whether the provision of such services is compatible with maintaining independence. All of the services provided and fees charged by D. Brooks and Associates, CPAs, P.A. in 2014 and 2013 were approved by the Board of Directors. The following table shows the fees for the year ended September 30, 2014 and 2013:

	2014	2013
Audit Fees <sup>(1)</sup>	\$12,000	\$4,800
Audit Related Fees <sup>(2)</sup>	\$0	\$0
Tax Fees <sup>(3)</sup>	\$0	\$0
All Other Fees	\$0	\$0

(1) Audit fees – these fees relate to the audit of our annual financial statements and the review of our interim quarterly financial statements.

(2) Audit related fees – these fees relate primarily to the auditors’ review of our registration statements and audit related consulting. No fees of this sort were billed by D. Brooks and Associates, CPAs, P.A., our principal accountant during 2014 or 2013.

(3) Tax fees – no fees of this sort were billed by D. Brooks and Associates, CPAs, P.A., our principal accountant during 2014 or 2013.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**Exhibit No. Exhibit Type**

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

\* Filed herewith.

\*\* In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Annual Report on Form 10-K shall be deemed “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.

**Wall Street Media Co, Inc.**

Date: December 24, 2014 By: */s/ Jerrold D. Burden*  
Name: Jerrold D. Burden  
Title: CEO (Principal Executive Officer), President

