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 December 31, 2014,

or

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

For the transition period from _____________ to ______________.

Commission File Number 0-49801

DUBLI, INC.

(Exact name of registrant as specified in its charter)

Nevada	**13-4067623**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6750 N. Andrews Ave, Suite 200
Ft Lauderdale, FL 33309
(Address of principal executive offices)

561-362-2381
(Registrant's telephone number, including area code)

Not Applicable
(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 checkmark 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 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 ☒

The number of shares outstanding of each of the issuer's classes of stock, as of April 8, 2015 is as follows:

Number of shares of Preferred Stock outstanding: 185,000

Number of shares of Common Stock outstanding: 432,204,678

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PART I: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DubLi, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	December 31, 2014 (unaudited)	September 30, 2014
ASSETS		
Current assets		
Cash and cash equivalents	$ 2,792,411	$ 2,111,812
Restricted cash	1,825,061	904,465
Other receivables and prepaid expenses	668,328	441,153
Deferred costs	7,446,652	3,387,549
Land held for sale	1,225,269	1,225,269
Total current assets	13,957,721	8,070,248
Property and equipment, net	1,405,048	1,442,708
Other assets	52,909	45,045
TOTAL ASSETS	$ 15,415,678	$ 9,558,001
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
LIABILITIES		
Current liabilities		
Accounts payable	$ 1,882,926	$ 1,916,297
Amounts payable to Business Associates	2,274,640	1,820,905
Customer deposits	998,998	1,054,190
Other payables and accrued liabilities	2,451,972	2,383,661
Note payable	-	500,000
Amounts due to related parties	5,173,787	6,438,948
Unearned subscription fees	15,112,649	6,141,882
Unearned advertising	201,883	1,052,845
Liabilities of discontinued operations	383,986	652,419
TOTAL LIABILITIES	28,480,841	21,961,147
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock		
25 million shares authorized, $0.01 par value, 185,000 shares issued and outstanding	1,850	1,850
Common stock		
500 million shares authorized, $0.001 par value, 432.2 million shares issued and outstanding	432,204	432,204
Additional paid-in-capital	25,146,111	25,115,841
Accumulated other comprehensive income (loss)	98,564	(353,051)
Accumulated deficit	(38,743,892)	(37,599,990)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(13,065,163)	(12,403,146)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 15,415,678	$ 9,558,001

See accompanying notes to condensed consolidated financial statements (unaudited).

DubLi, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended December 31,	
	2014	2013
Revenues:		
Business license fees	$ 1,014,275	$ 749,029
Membership subscription fees and commission fees	2,897,240	276,009
Advertising and marketing programs	828,720	-
Other	5,894	172,161
	4,746,129	1,197,199
Cost of revenues	2,795,814	309,580
Gross income	1,950,315	887,619
Selling, general and administrative expenses	3,303,219	2,760,247
Loss from operations	(1,352,904)	(1,872,628)
Interest expense	39,889	4,917
Loss before income taxes	(1,392,793)	(1,877,545)
Income taxes	-	-
Loss from continuing operations	(1,392,793)	(1,877,545)
Income from discontinued operations, net of taxes	248,891	3,206,474
Net income (loss)	$ (1,143,902)	$ 1,328,929
Earnings (loss) per share		
Basic and diluted:		
Continuing operations	$ 0.00	$ 0.00
Discontinued operations	0.00	0.01
Weighted average shares outstanding		
Basic and diluted	432,204,678	432,156,443

See accompanying notes to condensed consolidated financial statements (unaudited).

DubLi, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

	Three Months Ended December 31,	
	2014	2013
Net income (loss)	$ (1,143,902)	$ 1,328,929
Foreign currency translation adjustment	451,615	(186,857)
Comprehensive income (loss)	$ (692,287)	$ 1,142,072

See accompanying notes to condensed consolidated financial statements (unaudited).

DubLi, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended December 31, 2014	Three Months Ended December 31, 2013
Cash flows from operating activities:		
Loss from continuing operations	$ (1,392,793)	$ (1,877,545)
Adjustments to reconcile net loss to net cash flows from operating activities:		
Depreciation and amortization	48,152	49,627
Stock based compensation	30,229	298,534
Changes in operating assets and liabilities:		
Restricted cash	(920,595)	16,412
Other receivables and prepaid expenses	(227,174)	(116,453)
Deferred costs	(4,059,103)	(234,631)
Other assets	(7,864)	53,992
Accounts payable	(33,371)	409,421
Amounts payable to Business Associates	453,735	(624,467)
Customer deposits	(55,192)	111,202
Other payables and accrued liabilities	68,311	27,017
Amounts due to related parties – services rendered	(265,162)	395,489
Unearned subscription fees	8,970,767	398,238
Unearned advertising	(850,962)	27,067
Long term payable	-	500,000
Net cash flows from continuing operations	1,758,978	(565,557)
Income (loss) from discontinued operations	248,891	3,206,474
Net change in liabilities of discontinued operations	(268,433)	(3,277,050)
Operating cash flows from discontinued operations	(19,542)	(70,576)
Net cash flows from operating activities	1,739,436	(636,133)
Cash flows from investing activities:		
Purchases of equipment and software	(15,582)	(7,557)
Net cash flows from investing activities	(15,582)	(7,557)
Cash flows from financing activities:		
Repayment of note payable – related party	(1,000,000)	-
Repayment of note payable	(500,000)	-
Proceeds from note payable and advances – related party	-	700,816
Net cash flows from financing activities	(1,500,000)	700,816
Effect of exchange rate changes	456,745	(186,262)
Net change in cash and cash equivalents	680,599	(129,136)
Cash and cash equivalents, beginning of period	2,111,812	131,422
Cash and cash equivalents, end of period	$ 2,792,411	$ 2,286
Supplemental cash flow information:		
Cash paid for interest	$ 39,889	$ 4,917
Cash paid for income taxes	-	-

See accompanying notes to condensed consolidated financial statements (unaudited).

DubLi, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. The Company

DubLi, Inc. ("DubLi," the "Company," "we," or "us"), through its wholly owned subsidiaries, is a global E-commerce and network marketing company. The Company is organized in Nevada and its principal executive offices are located in Ft. Lauderdale, Florida. The Company's wholly owned subsidiaries are incorporated in Florida, the British Virgin Islands, Cyprus, the United Arab Emirates and India (incorporated on January 2, 2015).

Our E-commerce transactions are conducted through DubLi.com websites in Europe, North America, Australia and through a global portal serving the rest of the world. We have a large network of independent Business Associates that sell our various E-commerce products.

Our President and Chief Executive Officer, Michael Hansen has a direct ownership of approximately 79.8 million shares of our common stock and 185,000 shares of our Super Voting Preferred Stock as of December 31, 2014. As a result, Mr. Hansen had the power to cast approximately 56% of the combined votes that could be cast by our common stockholders. Accordingly, he has the power to influence or control the outcome of important corporate decisions or matters submitted to a vote of our stockholders, including, but not limited to, increasing the authorized capital stock of the Company, the dissolution, merger or sale of the Company, the size and membership of the Board of Directors, and all other corporate actions.

Liquidity
The Company has accumulated losses since its incorporation through December 31, 2014 of approximately $38.7 million. As a result, the Company had stockholders' and working capital deficits of approximately $13.1 million and $14.5 million, respectively, as of December 31, 2014.

We continue to update our product offerings which places additional demands on future cash flows and may decrease liquidity as we improve our systems. Our future liquidity and capital requirements will depend on numerous factors including market acceptance of our revised operations and revenues generated from such operations, competitive pressures, and acquisitions of complementary products, technologies or businesses. We intend to increase our marketing efforts in order to grow our network of Business Associates which we expect will improve sales of our E-commerce products. The marketing efforts will place additional demands on our cash flows and liquidity. We cannot offer any assurance that we will be successful in generating revenues from operations; adequately dealing with competitive pressures; acquiring complementary products, technologies or business; or increasing our marketing efforts.

Because of constraints on our sources of capital and our liquidity needs, we continued to borrow from Michael Hansen, our President and CEO. As of December 31, 2014, we owed Mr. Hansen a total of approximately $4.1 million in loans and advances. Mr. Hansen has also provided a revolving loan commitment to fund the Company up to $5 million through December 31, 2015 of which $3.5 million remains available.

The Company is pursuing the sale of a parcel of land in Dubai for approximately $1.25 million. Management anticipates that the completion of the land sale should occur within ninety days from February 9, 2015, the date of the Sale Agreement – Memorandum of Understanding which was entered into with an unaffiliated purchaser. In the event that the land sale fails to close or our operating cash flows are insufficient to meet our expenditures through September 30, 2015, we will draw down the available funds of $3.5 million under the loan commitment by Mr. Hansen, who has indicated that he has the ability to provide the funds as and when a drawdown is requested.

2. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation
The accompanying interim condensed consolidated financial statements are unaudited. These condensed consolidated financial statements reflect all adjustments (which are of a normal recurring nature) that, in the opinion of Management, are necessary to fairly present the Company's financial position, results of operations and cash flows as of and for the periods presented. The results of operations for this interim period are not necessarily indicative of the operating results for future periods, including the fiscal year ending September 30, 2015.

These condensed consolidated financial statements and notes are presented in accordance with the rules and regulations of the United States Securities and Exchange Commission ("SEC") relating to interim financial statements and in conformity with accounting principles generally accepted in the United States of America ("US GAAP"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with US GAAP have been condensed or omitted in these condensed financial statements pursuant to SEC rules and regulations, although the Company believes that the disclosures made herein are adequate to make the information not misleading. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 2014.

The condensed consolidated financial statements include the accounts of DubLi, Inc. and its subsidiaries. All significant intercompany transactions have been eliminated in consolidation.

Use of Estimates
The preparation of these condensed consolidated financial statements, in conformity with US GAAP requires Management to make estimates and assumptions that affected the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from these estimates.

Reclassifications of Prior Period Amounts
Certain prior period amounts in the condensed consolidated financial statements and notes thereto, have been reclassified to conform to current period's presentation. However, total assets, total liabilities, revenues and net loss were not changed as a result of those reclassifications.

Recent Accounting Pronouncements
In January 2015, the Financial Accounting Standards Board ("FASB") issued ASU No. 2015-01, *Income Statement -Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.* This ASU is part of the FASB's initiative to reduce complexity in accounting standards. This ASU eliminates from US GAAP the concept of extraordinary items, which were previously required to be segregated from the results of ordinary operations and shown separately in the income statement, net of tax, after income from continuing operations. Entities were also required to disclose applicable income taxes for the extraordinary item and either present or disclose earnings-per-share data applicable to the extraordinary item. Items which are considered both unusual and infrequent will now be presented separately within income from continuing operations in the income statement or disclosed in notes to the financial statements. This update is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Companies may apply the ASU prospectively, or may also apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. The adoption of this guidance will not have a material impact on the Company's consolidated financial statements.

Foreign Currency
Financial statements of foreign subsidiaries operating in other than highly inflationary economies are translated at period-end exchange rates for assets and liabilities and historical exchange rates during the period for income and expense accounts. The resulting translation adjustments are recorded within other comprehensive income or loss. Intercompany transaction gains or losses at each period end arising from subsequent measurement of balances for which settlement is not planned or anticipated in the foreseeable future are included as translation adjustments and recorded within other comprehensive income or loss. Financial statements of subsidiaries operating in highly inflationary economies are translated using a combination of current and historical exchange rates and any translation adjustments are included in current earnings. Gains or losses resulting from foreign currency transactions are recorded in operating expense. The Company has no subsidiaries operating in highly inflationary economies.

In accordance with Accounting Standards Codification ("ASC") 830, *Foreign Currency Matters,* companies with foreign operations or foreign currency transactions are required to prepare the statement of cash flows using the exchange rates in effect at the time of the cash flows. The Company uses an appropriately weighted average exchange rate for the period for translation if the result is substantially the same as if the rates at the dates of the cash flows were used. The condensed consolidated statement of cash flows reports the effect of exchange rate changes on cash balances held in foreign currencies as a separate part of the reconciliation of the change in cash and cash equivalents during the period.

Earnings (Loss) per Share
The Company computes basic earnings (loss) per share by dividing the income (loss) attributable to holders of common stock for the period by the weighted average number of shares of common stock outstanding during the period. The potential impact of all common stock equivalents were excluded from the number of shares outstanding used for purposes of computing net loss per share as the impact of such equivalents was anti-dilutive due to the loss from continuing operations. Potential dilutive securities, which consisted of outstanding stock options and other compensation arrangements not included in dilutive weighted average shares for the three months ended December 31, 2014 and 2013 were approximately 1.4 million and 678,000, respectively.

Segment Policy
The Company derives its revenues from the E-Commerce and Memberships segment which includes business license fees, subscription fees, commission income, and, advertising and marketing programs; and Auctions segment (reported as discontinued operations) as described in Note 12 - Segment Information.

3. Restricted Cash

Restricted cash represents chargeback reserves held by the Company's credit card processor. Amounts of restricted cash held, by type of currency were as follows:

	December 31, 2014	September 30, 2014
Euro	$ 231,966	$ 206,312
Australian Dollar	74,771	77,563
United States Dollar	1,518,324	620,590
Total	$ 1,825,061	$ 904,465

4. Deferred Costs

Deferred costs represent commission costs which are directly related to: (i) unearned subscription fees which are expensed ratably over the subscription periods; and (ii) advertising and marketing programs which are expensed when all services and obligations are fulfilled. Deferred costs expensed are included in cost of revenues.

5. Land Held for Sale

	December 31, 2014	September 30, 2014
Cost	$ 2,114,412	$ 2,114,412
Less: Valuation allowance	889,143	889,143
	$ 1,225,269	$ 1,225,269

On August 14, 2012, the Company acquired two mixed-use parcels of vacant land in Dubai, United Arab Emirates at a fair value of approximately $3.5 million. During fiscal 2013, the carrying value of approximately $3.5 million exceeded its revised fair value and as a result the carrying value was reduced to its new fair value of approximately $2 million. On March 12, 2014, the Company disposed of the first parcel of land for a cash consideration which equaled to its carrying value of approximately $0.8 million. Upon completion of the sale of the first parcel, the cost of the second parcel was recorded at approximately $2.1 million less a valuation allowance of approximately $0.9 million.

Subsequently on February 9, 2015, the Company entered into a Property Sale Agreement – Memorandum of Understanding ("Sale Agreement") for the sale of the second parcel with an unaffiliated third party for approximately $1.25 million. The transaction did not close on or before March 20, 2015 as initially expected. However, Management anticipates that completion of the land sale should occur within ninety days from February 9, 2015 as stipulated in the Sale Agreement. Upon completion, the Company is not expected to realize any significant gain or loss on disposal.

6. Property and Equipment

Property and equipment comprised the following:

	December 31, 2014	September 30, 2014
Land:		
Held for sales incentives	$ 3,562,500	$ 3,562,500
Less: Valuation allowance	(2,687,752)	(2,687,752)
	874,748	874,748
Computers and equipment	322,007	308,004
Computer software	690,565	690,565
Furniture and fixtures	98,484	102,805
	1,111,056	1,101,374
Accumulated depreciation	(580,756)	(533,414)
	530,300	567,960
Total	$ 1,405,048	$ 1,442,708

Land Held for Sales Incentives
The Company acquired a land parcel consisting of 15 lots in the Cayman Islands in March 2010. As of December 31, 2014, the land value of approximately $0.9 million consisted of the contract price and land filled cost of approximately $3.6 million less a valuation allowance of approximately $2.7 million that was based on Management's evaluation of the estimated fair value.

The investment in the land parcel in the Cayman Islands is intended to provide incentive rewards to the best performing DubLi Business Associates upon attaining certain performance objectives.

Depreciation
Depreciation expense was $48,152 and $49,627, for the three months ended December 31, 2014 and 2013, respectively.

7. Amounts Due to Related Parties

Amounts due to related parties comprised the following:

	December 31, 2014	September 30, 2014
Unsecured notes payable to Mr. Hansen	$ 1,500,000	$ 2,500,000
Amounts due for advances by Mr. Hansen	2,566,735	2,566,735
Amounts due for services rendered	1,107,052	1,372,213
	$ 5,173,787	$ 6,438,948

The unsecured note payable to Mr. Hansen amounting to $1.5 million will mature on December 31, 2015 and carry an interest of 6% per annum. On October 17, 2014, the Company repaid the principal amount of $1 million borrowed during fiscal 2013.

Amounts due for services rendered are comprised of accrued compensation due to the officers of the Company and unpaid Board of Directors fees. Amounts due for advances and services rendered are non-interest bearing and have no terms of repayment.

8. Discontinued Operations

The Company discontinued all auctions activities effective March 28, 2013. As a result, the operating results for the auctions program have been reclassified to income from discontinued operations in the condensed consolidated statements of operations.

During the three months ended December 31, 2014 and 2013, revenues recognized from Credits breakage amounted to approximately $0.2 million and $3.2 million, respectively. All the costs associated with the Credits have been fully expensed as of the effective date of the termination. As a result, the Company recorded income from discontinued operations, net of taxes of approximately $0.2 million and $3.2 million for the three months ended December 31, 2014 and 2013, respectively.

Included in Liabilities of discontinued operations at December 31, 2014 and September 30, 2014 are unused Credits of approximately $0.4 million and $0.7 million, respectively.

9. Income Taxes

We conduct business globally and report our results of operations in a number of foreign jurisdictions in addition to the United States. For the three months ended December 31, 2014 and 2013, our reported income tax rate was lower than the US federal statutory rate primarily due to lower income tax rates in the foreign jurisdictions where we operate, and as a result of net losses for the periods, the utilization of net operating loss carry-forwards and the valuation allowance against deferred tax assets.

10. Stockholders' Equity

Common Stock
As of December 31, 2014, a total of approximately 3.6 million shares were committed for issuance and reflected as issued on the books of the Company, but stock certificates were not issued due to certain administrative and documentation requirements. The shares of common stock were in respect of the following: (a) the receipt of cash proceeds from an investor for $6,000, or $0.10 per share, (b) the receipt of cash proceeds totaling approximately $294,000 for the exercise of stock options at a price of $0.15 per share, (c) stock award issued pursuant to a consulting agreement for $95,000 or $0.19 per share, and (d) payment of bonus incentive for $100,000 or $0.09 per share. Certificates for these shares committed for issuance are expected to be issued during fiscal year 2015.

11. Stock Based Compensation

The Company's 2010 Omnibus Equity Compensation Plan (the "Plan") was approved on September 30, 2010 by Mr. Hansen, who was the Company's majority stockholder at the time. A proxy statement or an information statement has not yet been submitted to all the Company's stockholders for approval. The Plan's potential participants include board members, executives, employees, and certain consultants and advisers of the Company and the Plan has been implemented in order to attract, incentivize and retain highly qualified individuals and keep the Company competitive with other companies with respect to executive compensation. Awards under the Plan may be made to participants in the form of (i) incentive stock options; (ii) non-qualified stock options; (iii) stock appreciation rights; (iv) restricted stock; (v) deferred stock; (vi) stock awards; (vii) performance shares; (viii) other stock-based awards; and (ix) other forms of equity-based compensation as may be provided and are permissible under the Plan and the law. A total of 50 million shares of common stock have been reserved for issuance under the Plan.

Stock based compensation expense for the three months ended December 31, 2014 and 2013 amounted to $30,229 and $298,534, respectively. Unamortized stock option compensation expense at December 31, 2014 was approximately $49,000 and is expected to be recognized over a period of 1.8 years.

12. Segment Information

The Company divides its product and service lines into two segments: (1) E-Commerce and Memberships segment which includes business license fees, subscription fees, commission income, and, advertising and marketing programs; and (2) Auctions segment (reported as discontinued operations).

	Three Months Ended December 31,	
	2014	2013
E-Commerce and memberships		
Revenues	$ 4,746,129	$ 1,197,199
Cost of revenues	2,795,814	309,580
Gross income from continuing operations	$ 1,950,315	$ 887,619
Discontinued operations		
Revenues	$ 248,891	$ 3,206,474
Cost of revenues	-	-
Income from discontinued operations, net of taxes	$ 248,891	$ 3,206,474

The total revenues recorded in our four geographic regions are summarized as follows:

	Three Months Ended December 31,	
	2014	2013
Revenues:		
European Union	$ 1,603,523	$ 1,438,958
North America	2,360,029	2,237,167
Australia	244,320	158,225
Global	787,148	569,323
	$ 4,995,020	$ 4,403,673
Represented by revenues from:		
Continuing operations	$ 4,746,129	$ 1,197,199
Discontinued operations	248,891	3,206,474
	$ 4,995,020	$ 4,403,673

13. Subsequent Events

Sale of Land in Dubai
On February 9, 2015, and as described in Note 5 – Land Held for Sale, the Company entered into a Property Sale Agreement – Memorandum of Understanding for the sale of a parcel of land in Dubai with an unaffiliated third party for approximately $1.25 million.

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

Introductory Note
Concerning Forward-Looking Statements

The discussion contained in this Quarterly Report on Form 10-Q ("Report") under the Securities Exchange Act of 1934, as amended ("Exchange Act"), contains forward-looking statements that involve risks and uncertainties. Our actual results could differ significantly from those discussed herein. These include statements about our expectations, beliefs, intentions or strategies for the future, which we indicate by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "believe," and similar language, including those set forth in the discussions under "Notes to Condensed Consolidated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as well as those discussed elsewhere in this Report. The forward-looking statements reflect our current view about future events and are subject to risks, uncertainties and assumptions. We wish to caution readers that certain important factors may have affected and could in the future affect our actual results and could cause actual results to differ significantly from those expressed in any forward-looking statement.

The following important factors could prevent us from achieving our goals and cause the assumptions underlying the forward-looking statements and the actual results to differ materially from those expressed in or implied by those forward-looking statements:

- our inability to generate enough customers or enough purchasing activity for our Shopping Malls;
- our inability to establish and maintain a large growing base of Business Associates;
- our failure to adapt to technological change;
- increased competition;
- increased operating costs;
- changes in legislation applicable to our business;
- our failure to improve our internal controls;
- our inability to generate sufficient cash flows from operations or to secure sufficient capital to enable us to maintain our current operations or support our intended growth; and
- our failure to maintain registration of shares of our Common Stock under the Exchange Act.

For information concerning these factors and related matters, see Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in this Report, and the following sections of our Annual Report on Form 10-K for the year ended September 30, 2014: Item 1A "Risk Factors" and Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations". However, other factors besides those referenced could adversely affect our results, and you should not consider any such list of factors to be a complete set of all potential risks or uncertainties. Any forward-looking statements made by us herein speak as of the date of this Report. We do not undertake to update any forward-looking statement, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Introduction

The following discussion and analysis summarizes the significant factors affecting: (i) our condensed consolidated results of operations for the three months ended December 31, 2014 compared to the three months ended December 31, 2013; and (ii) financial liquidity and capital resources. This discussion and analysis should be read in conjunction with our condensed consolidated financial statements and notes included in this Report.

Overview

DubLi, Inc. has created a framework for attracting and maintaining consumers through an E-commerce based shopping and travel community. The foundation of DubLi is based on technology that is adaptive to changes in the E-commerce marketplace, a global marketing platform and an expertise in understanding and capitalizing on international economic trends and changing consumer behaviors. The central hub of the DubLi community is DubLi.com; from which all other components of the business model are derived.

DubLi is a global E-commerce and network marketing company that operates an online shopping and travel portal through which our customers search and purchase products offered by various online stores, including consumer products, travel related products and services. Our online transactions are conducted through DubLi.com websites in Europe, North America, Australia and through a global portal serving the rest of the world. We have a large network of independent Business Associates that sell our various E-commerce products.

During the three months ended December 31, 2014 and 2013, our revenues from continuing operations were generated primarily from (a) business license fees paid by Business Associates and partner program participants; (b) membership subscription fees; (c) commission income from participating online shops and stores affiliated with our online shopping mall arising from the purchase transactions our customers generated; and (d) advertising and marketing programs. Our revenues from discontinued operations during the three months ended December 31, 2014 and 2013 were recognized from Credits breakage associated with inactive Business Associates or when waivers and releases were obtained from Business Associates who have opted to accept any replacement program.

The components of revenues for the three months ended December 31, 2014 are summarized as follows:

E-Commerce and Memberships	
Business license fees	$ 1,014,275
Membership subscription fees and commission income	2,897,240
Advertising and marketing programs	828,720
Other	5,894
	4,746,129
Discontinued operations	248,891
Total revenues	$ 4,995,020

Revenues from business license fees paid by our Business Associates and partner program participants enable them to begin their sales operations of DubLi's products. Our Business Associates no longer pay a monthly maintenance fee to remain as an active member effective March 2014. Our partner program participants continue to pay a monthly maintenance fee to remain as an active member.

Effective April 2014, our Business Associates were required to purchase our membership subscription products in the form of qualifying vouchers or membership packages for Business Associates or membership packages for DubLi's customer as described below.

We offer one free membership package and two paid membership subscription packages (Premium and V.I.P.), to customers that enable them to earn cash back from all the purchases that they make online through our Shopping Malls. The Premium and V.I.P. membership subscription packages allow our customers to earn a higher percentage of cash back on their purchases. For the Premium member, we charged a monthly subscription fee and for the V.I.P. member we charged an annual subscription fee.

Through the purchase transactions our customers generated from participating online shops and stores via our Shopping Malls, we receive commission income from the participating merchants. We share this commission income with our customers in the form of cash back.

Our network marketing organization of Business Associates is represented in 127 countries throughout the world. We offer a wide variety of products and services to our Business Associates for them to market to their customers, many of whom are also recruited to become Business Associates themselves. Business Associates earn commissions on sales of products and services that they sell directly, and also on "downstream" sales of products and services made by Business Associates that they recruit into the marketing network. Business Associates also earn commissions on: (1) the sale of our Premium and V.I.P. Member subscriptions packages; and (2) purchase transactions from customers who shop in our online Shopping Malls.

Trends in Our Business

We continue to focus our resources on potentially more profitable programs in our E-commerce platform. Shopping transactions continue to shift from traditional to online retailers as the digital economy evolves. This shift has contributed to the growth of our business since inception, resulting in increased revenues. Although we expect our business to continue to grow, our revenues growth rate may not be sustainable over time due to a number of factors, including increasing competition, the difficulty of maintaining growth rates if our revenues increase to higher levels, and increasing maturity of the online shopping market. We plan to continue to invest in our core areas of strategic focus, but cannot provide any assurance that such investment will result in increased revenues or net income.

We have taken steps to improve and increase the products offered on our web site via direct signing of dedicated private-label merchants providing cash back shopping programs, travel related products and services, and an expanded global online shopping mall that provides a true worldwide shopping experience. We have begun to implement incentive offerings to attract new signups of customers to increase our commission income program and also to introduce new advertising programs to increase our advertising revenues.

Seasonal fluctuations in Internet usage and traditional retail seasonality have affected our business, and are likely to continue to do so. Internet usage generally slows during the summer months, and shopping typically increases significantly during the holiday season in the fourth quarter of each calendar year. These seasonal trends have caused, and will likely continue to cause fluctuations in our quarterly results.

We continue to invest in our systems, data centers, corporate facilities, information technology infrastructure, and human resources. We expect the following to be important components in our business strategy: (i) acquisitions of compatible businesses; (ii) "Partner" programs whereby we partner with large retail customer bases interested in earning incremental revenues by co-branding our shopping and travel related web site; and (iii) expansion in new markets or countries. We also expect that the cost of revenues will increase in dollars and may increase as a percentage of revenues in future periods, primarily because of forecasted increases in traffic acquisition costs, data center costs, credit card and other transaction fees, content acquisition costs and other costs.

As we expand our shopping programs and other products to international markets, we continue to increase our exposure to fluctuations in foreign currency to US dollar exchange rates.

Results of Operations

Three Months Ended December 31, 2014 Compared to Three Months Ended December 31, 2013

Consolidated Results

Net loss for the three months ended December 31, 2014 was approximately $1.1 million as compared to a net income of approximately $1.3 million for the three months ended December 31, 2013. The increase in net loss was due to a decrease of approximately $0.5 million loss from continuing operations, set off by a decrease in income from discontinued operations of approximately $2.9 million. Further discussions on the results from continuing operations and discontinued operations are provided in the following paragraphs.

Continuing Operations

Revenues were approximately $4.7 million and $1.2 million for the three months ended December 31, 2014 and 2013, respectively. The increase was primarily due to an increase in: (i) business license fees from Business Associates and partner program participants as a result of more sign-ups under the program; (ii) membership subscription fees from increased sales of membership packages; (iii) commission income received from online shops and stores as a result of higher purchase transactions by our customers shopping through our Shopping Malls; and (iv) revenues recognized from breakage associated with inactive Business Associates under the advertising and marketing programs.

Gross income was approximately $2.0 million and $0.9 million for the three months ended December 31, 2014 and 2013, respectively. The increase was primarily due to higher revenues recorded during the three months ended December 31, 2014 as described above. However, during the three months ended December 31, 2014, gross income as a percentage of revenues (excluding business license fees) of approximately 25% were lower as compared to approximately 31% during the three months ended December 31, 2013. The decrease was primarily due to a promotional campaign the Company undertook during the quarter ended December 31, 2014, which resulted in an additional bonus commission payout to Business Associates. No comparable promotion was undertaken during the quarter ended December 31, 2013.

Selling, general and administrative ("SGA") expenses were approximately $3.3 million and $2.8 million for the three months ended December 31, 2014 and 2013, respectively. The increase was primarily due to higher banking and processing fees as a result of more online transactions processed. Details of our SGA expenses are summarized as follows:

	For the three months ended December 31,		
	2014	2013	Change
	(All amounts in $ thousands)		
Advertising expenses	$ 17	$ 138	$ (121)
Depreciation	48	50	(2)
Outside service fees	1,040	610	430
Payroll costs	1,133	1,286	(153)
Rent and office expenses	77	456	(379)
Banking and processing fees	707	141	566
Foreign exchange	20	(8)	28
Travel expenses and others	261	87	174
Total	$ 3,303	$ 2,760	$ 543

Discontinued Operations

Income from discontinued operations was approximately $0.2 million and $3.2 million for the three months ended December 31, 2014 and 2013, respectively. The decrease was primarily due to lower revenues recognized for Credits breakage associated with inactive Business Associates.

Foreign Currency Translation Adjustment

Our net revenues and related expenses generated from international locations are denominated in the functional currencies of the local countries, primarily in Euros. The results of operations and certain of our intercompany balances associated with our international locations are exposed to foreign exchange rate fluctuations. The consolidated statements of operations of our international subsidiaries are translated into US dollars at the average exchange rates in each applicable period. The US dollar average rate strengthened against the Euro during the three months ended December 31, 2014 as compared to the three months ended December 31, 2013 which resulted in these exchange rate fluctuations decreasing the consolidated net revenues, operating expenses, and loss from continuing operations.

The foreign currency translation adjustment for the quarter ended December 31, 2014 represented a gain of approximately $0.5 million as compared to a loss of approximately $0.2 million for the quarter ended December 31, 2013, an increase in the gain of approximately $0.7 million.

Liquidity and Capital Resources

Liquidity

We incurred accumulated losses for the period from our inception through December 31, 2014 of approximately $38.7 million. We continue to require additional financing to meet our working capital and capital expenditures requirements. We can provide no assurance that such additional financing will be available in an amount or on terms acceptable to us. If we are unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to us, we will be unable to execute upon our business plan and pay our costs and expenses as they are incurred, which could have a material, adverse effect on our business, financial condition and results of operations.

We continue to update our product offerings which places additional demands on future cash flows and may decrease liquidity as we improve our systems. Our future liquidity and capital requirements will depend on numerous factors including market acceptance of our revised operations and revenues generated from such operations, competitive pressures, and acquisitions of complementary products, technologies or businesses. We intend to increase our marketing efforts in order to grow our network of Business Associates which we expect will improve sales of our E-commerce products. These marketing efforts will place additional demands on our cash flows and liquidity. We cannot offer any assurance that we will be successful in generating revenues from operations; adequately dealing with competitive pressures; acquiring complementary products, technologies or business; or increasing our marketing efforts.

Because of constraints on our sources of capital and our liquidity needs, we continued to borrow from Michael Hansen, our President and CEO. As of December 31, 2014, we owed Mr. Hansen a total of approximately $4.1 million in loans and advances. Mr. Hansen has also provided a revolving loan commitment to fund the Company up to $5 million through December 31, 2015 of which $3.5 million remains available.

The Company is pursuing the sale of a parcel of land in Dubai for approximately $1.25 million. Management anticipates that the completion of the land sale should occur within ninety days from February 9, 2015, the date of the Sale Agreement – Memorandum of Understanding which was entered into with an unaffiliated purchaser. In the event that the land sale fails to close or our operating cash flows are insufficient to meet our expenditures through September 30, 2015, we will draw down the available funds of $3.5 million under the loan commitment by Mr. Hansen, who has indicated that he has the ability to provide the funds as and when a drawdown is requested.

Cash in Foreign Subsidiaries

The Company has significant operations outside the United States ("US"). As a result, cash generated by and used in the Company's foreign operations is used only in amounts sufficient to pay general and administrative expenses in the US, or to fund certain US operational costs. As of December 31, 2014, the Company held approximately $1.9 million of unrestricted and approximately $1.8 million of restricted cash in foreign subsidiaries.

Should foreign cash be repatriated, the Company will be subject to US tax at the applicable US federal statutory rate on the amount treated as a dividend for US income tax purposes. Dividend treatment will largely be the result of the collective financial position of the foreign subsidiaries at the time of repatriation. Any US income tax attributable to repatriated earnings may be offset by foreign income taxes paid on such earnings. Due to the significance of our foreign operations, the Company does not presently foresee a need to repatriate foreign cash in excess of our US funding needs.

Subsequent Events

Sale of Land in Dubai
On February 9, 2015, the Company entered into a Property Sale Agreement – Memorandum of Understanding ("Sale Agreement") with an unaffiliated third party for the sale of a parcel of land in Dubai for approximately $1.25 million. The transaction did not close on or before March 20, 2015 as initially expected. Management anticipates that completion of the land sale should occur within ninety days from February 9, 2015 as stipulated in the Sale Agreement. Upon completion, the Company is not expected to realize any significant gain or loss on disposal.

Off-Balance Sheet Arrangements

At December 31, 2014 and 2013, we had no off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information to be reported under this item is not required of smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures
Under the supervision and with the participation of our Management, including our principal executive officer and our principal financial and accounting officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15 (e) under the Exchange Act) as of the end of the period covered by this Report. Based on the foregoing, our principal executive officer and principal financial and accounting officer concluded that our disclosure controls and procedures were not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act, (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission ("SEC") rules and forms, and (ii) accumulated and communicated to Management, including the principal executive officer and principal financial and accounting officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting
As previously reported in our Form 10-K for the year ended September 30, 2014, as a result of our principal executive officer's and principal financial and accounting officer's assessment of the effectiveness of our internal control over financial reporting as of September 30, 2014, we identified the material weaknesses in internal control over financial reporting as of September 30, 2014. These material weaknesses had not been remediated as of December 31. 2014. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

Remediation Plans

To address the identified material weakness discussed in our Form 10-K for the year ended September 30, 2014, we have taken the following measures:

1. Engaged an internal audit firm to assist with control assessment and remediation;
2. Commenced a reorganization of our finance, accounting and other support staff to improve work flow and enhance internal controls;
3. Hired a Director of Compliance to evaluate and implement corrective action on our material weaknesses; and
4. Hired a Vice President of Information Technology to oversee and implement proper internal control over IT and our business operating systems.

In addition, we have improved or are in the process of improving our internal controls as follows:

Control Environment
(a) We have implemented a whistle-blower program and are in the process of implementing other programs to identify and manage fraud risks;
(b) Formalized job descriptions have been developed for all finance and accounting personnel that specifically: (i) identify required financial reporting roles, responsibilities, and necessary competencies; and (ii) clarify responsibilities for maintaining our internal controls over financial information; and
(c) We have increased the utilization of the features and controls provided in our Enterprise Resource Planning ("ERP") system and reduce the use of spreadsheets.

Monitoring of internal control over financial reporting, and, period end financial closing
(a) We continue to review and update our policies and procedures with respect to the review, supervision and monitoring of our accounting operations;
(b) We are completing a risk assessment process in order to improve our monitoring function in conjunction with our ERP system; and
(c) We are developing forecasts and plans by which our Management can measure achievement against formalized benchmarks.

If the remedial measures described above are insufficient to address any of the identified material weaknesses or are not implemented effectively, or additional deficiencies arise in the future, material misstatements in our interim or annual consolidated financial statements may occur in the future and we may continue to be delinquent in our filings. We are currently working to improve and simplify our internal processes and implement enhanced controls, as discussed above, to address the material weaknesses in our internal control over financial reporting and to remedy the ineffectiveness of our disclosure controls and procedures. Key factors in the success of our remediation efforts are our ability to recruit and retain qualified individuals, and to make the investments required to enhance our financial reporting systems. Therefore, the success of our remediation efforts will also be dependent in part upon our ability to obtain sufficient funding. Among other things, any un-remediated material weaknesses could result in material post-closing adjustments in future financial statements.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of business, the Company and its subsidiaries including its directors and officers may be defendants in or parties to pending or threatened legal actions and proceedings, including actions brought on behalf of various classes of claimants.

There were no material legal proceedings during the three months ended December 31, 2014.

ITEM 1A. RISK FACTORS

There has been no material change to the risk factors relating to our business as disclosed in our Form 10-K for the year ended September 30, 2014 as filed with the SEC on April 15, 2015.

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

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes–Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes–Oxley Act of 2002.
32.1	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Statement required by 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

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, there unto duly authorized.

	DubLi, Inc.
Date: April 15, 2015.	By: /s/ Michael Hansen
	Michael Hansen President and Chief Executive Officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Hansen, certify that:

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

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

3. Based on my knowledge, the consolidated 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 have 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 controls 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 consolidated 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 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 function):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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 controls over financial reporting.

DATE: April 15, 2015

/s/ Michael Hansen

Michael Hansen
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Eric Nelson, certify that:

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

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

3. Based on my knowledge, the consolidated 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 have 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 controls 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 consolidated 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 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 function):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal controls 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 controls over financial reporting.

DATE: April 15, 2015

/s/ Eric Nelson

Eric Nelson
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of DubLi, Inc. (the “Company”) on Form 10-Q for the period ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael Hansen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

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

DATE: April 15, 2015

/s/ Michael Hansen

Michael Hansen
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of DubLi, Inc. (the "Company") on Form 10-Q for the period ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric Nelson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

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

DATE: April 15, 2015

/s/ Eric Nelson

Eric Nelson
Chief Financial Officer