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: **March 31, 2017**

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

For the transition period from ____________________ to ____________________.

Commission file number: **000-50053**

AMERITYRE CORPORATION
(Exact name of small business issuer as specified in its charter)

NEVADA (State or other jurisdiction of incorporation or organization)	**87-0535207** (I.R.S. Employer Identification No.)
1501 INDUSTRIAL ROAD, BOULDER CITY, NEVADA (Address of principal executive offices)	**89005** (Zip Code)

(702) 293-1930
(Issuer's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒

Emerging Growth Companies ☐

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

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 Registrant's Common Stock as of May 10, 2017: 42,647,868

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AMERITYRE CORPORATION
Balance Sheets

	March 31, 2017	June 30, 2016
	(Unaudited)	
ASSETS		
CURRENT ASSETS		
Cash	$ 510,807	$ 267,302
Accounts receivable	259,378	293,358
Inventory - net	547,194	614,895
Prepaid and other current assets	129,761	103,803
Total Current Assets	1,447,140	1,279,358
PROPERTY AND EQUIPMENT		
Leasehold improvements	196,223	153,543
Molds and models	577,549	577,549
Equipment	2,988,844	2,960,246
Furniture and fixtures	74,921	74,921
Construction in progress	49,732	10,198
Software	305,924	305,924
Less - accumulated depreciation	(3,906,635)	(3,849,937)
Total Property and Equipment	286,558	232,444
OTHER ASSETS		
Patents and trademarks - net	154,906	175,379
Non-current inventory	194,066	180,050
Deposits	11,000	11,000
Total Other Assets	359,972	366,429
TOTAL ASSETS	$ 2,093,670	$ 1,878,231
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 473,752	$ 348,499
Current portion of long-term debt	19,141	20,518
Current portion of lease liability	7,285	6,249
Total Current Liabilities	500,178	375,266
Long-term debt	129,111	100,142
Long-term lease liability	2,792	8,394
TOTAL LIABILITIES	632,081	483,802
STOCKHOLDERS' EQUITY		
Preferred stock: 5,000,000 shares authorized of $0.001 par value, 2,000,000 shares issued and outstanding, respectively	2,000	2,000
Common stock: 75,000,000 shares authorized of $0.001 par value, 42,647,868 and 42,175,287 shares Issued and outstanding, respectively	42,647	42,175
Additional paid-in capital	62,604,245	62,579,558
Stock payable	5,047	4,500
Accumulated deficit	(61,192,350)	(61,233,804)
Total Stockholders' Equity	1,461,589	1,394,429
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,093,670	$ 1,878,231

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

AMERITYRE CORPORATION
Statements of Operations
(Unaudited)

	For the Three Months Ended March 31, 2017	For the Three Months Ended March 31, 2016	For the Nine Months Ended March 31, 2017	For the Nine Months Ended March 31, 2016
NET SALES	$ 1,133,610	$ 936,612	$ 2,849,370	$ 2,865,433
COST OF GOODS SOLD	693,500	618,366	1,861,288	2,081,813
GROSS PROFIT	440,110	318,246	988,082	783,620
EXPENSES				
Research and development	54,130	56,839	163,174	166,406
Sales and marketing	65,000	53,639	191,191	219,898
General and administrative	170,813	172,270	510,596	666,910
Total Expenses	289,943	282,748	864,961	1,053,214
INCOME (LOSS) FROM OPERATIONS	150,167	35,498	123,121	(269,594)
OTHER INCOME/(EXPENSE)				
Interest expense	(1,773)	(870)	(6,837)	(2,404)
Interest income	70	28	170	137
Total Other Income/(Expense)	(1,703)	(842)	(6,667)	(2,267)
NET INCOME (LOSS)	148,464	34,656	116,454	(271,861)
Preferred Stock Dividend	(25,000)	(25,000)	(75,000)	(75,000)
NET INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ 123,464	$ 9,656	$ 41,454	$ (346,861)
BASIC AND DILUTED INCOME (LOSS) PER SHARE	$ 0.00	$ 0.00	$ 0.00	$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	42,382,635	41,951,935	42,336,460	41,770,978

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

AMERITYRE CORPORATION
Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended March 31, 2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 116,454	$ (271,861)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:		
Depreciation and amortization expense	77,171	116,338
Change in allowance for bad debt (recovery)	-	(289)
Stock based compensation related to consultant, employee and director options	20,706	56,238
Changes in operating assets and liabilities:		
Accounts receivable	33,980	(165,609)
Inventory and inventory reserve	53,685	25,318
Prepaid and other current assets	(83,951)	(38,339)
Accounts payable and accrued expenses	55,253	5,731
Net Cash Provided (Used) by Operating Activities	273,298	(272,473)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(15,187)	-
Net Cash Used by Investing Activities	(15,187)	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on lease liability	(4,566)	(3,322)
Payments on notes payable	(10,040)	(1,603)
Preferred stock dividends	-	(75,000)
Net Cash Used by Financing Activities	(14,606)	(79,925)
NET INCREASE (DECREASE) IN CASH	243,505	(352,398)
CASH AT BEGINNING OF PERIOD	267,302	455,717
CASH AT END OF PERIOD	$ 510,807	$ 103,319
SUPPLEMENTAL SCHEDULE OF CASH FLOW ACTIVITIES		
Interest paid	$ 6,837	$ 2,404
Income taxes paid	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Capitalized lease	$ -	$ 19,337
Reclassification of accounts receivable – related party to accounts receivable	$ -	$ 6,312
Equipment purchase accrued for, not paid in cash	$ -	$ 7,641
Write off of previously reserved forklift tires	$ 81,224	$ -
Purchase of fixed assets through debt	$ 95,625	$ -
Accrued preferred stock dividends	$ 75,000	$ -
Issuance of stock for stock payable	$ 4,500	$ -
Issuance of stock for accrued expense	$ 5,000	$ -

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

AMERITYRE CORPORATION
Notes to the Unaudited Financial Statements
March 31, 2017

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

The accompanying unaudited condensed financial statements have been prepared by us pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim condensed financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. We believe the disclosures and information presented are adequate to make the information not misleading. These interim condensed financial statements should be read in conjunction with our most recent audited financial statements and notes thereto included in our June 30, 2016 Annual Report on Form 10-K. Operating results for the nine months ended March 31, 2017 are not necessarily indicative of the results that may be expected for the current fiscal year ending June 30, 2017.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies disclosed therein have not changed since our audited financial statements and notes thereto included in our June 30, 2016 Annual Report on Form 10-K, except as noted below.

Reclassifications

Certain reclassifications, which have no effect on net loss, have been made in the prior period financial statements to conform to the current presentation, specifically the separation of “store” inventory as part of other current assets at March 31, 2016.

Basic and Fully Diluted Net Loss Per Share

Basic and Fully Diluted net income (loss) per share is computed using the weighted-average number of common shares outstanding during the period.

Our outstanding stock options and warrants have been excluded from the basic and fully diluted net income per share calculation. We excluded 4,280,000 and 4,300,000 common stock equivalents for the quarters ended March 31, 2017 and 2016, respectively, because they are anti-dilutive with strike prices above market value at period end.

Recent Accounting Pronouncements

Recently Adopted and Recently Issued Accounting Guidance

Issued

In August 2016, the FASB issued ASU No. 2016-15, “*Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (consensus of Emerging Issues Task Force)*”. This Accounting Standards Update addresses the following eight specific cash flow issues: Debt prepayment or debt extinguishment costs; settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies (COLIs) (including bank-owned life insurance policies (BOLIs)); distributions received from equity method investees; beneficial interests in securitization transactions; and separately identifiable cash flows and application of the predominance principle. ASU 2016-15 amendments in this Update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. For all other public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. If early adopted, an entity must adopt all of the amendments in the same period. The Company is currently assessing the impact, if any, to the Company’s financial statements.

AMERITYRE CORPORATION
Notes to the Unaudited Financial Statements
March 31, 2017

NOTE 3 - INVENTORY

Inventory is stated at the lower of cost (computed on a first-in, first-out basis) or net realizable value. The inventory consists primarily of chemicals, finished goods produced in our plant and products purchased for resale.

	March 31, 2017 (Unaudited)	June 30, 2016
Raw Materials	$ 216,436	$ 257,260
Finished Goods	570,441	663,666
Inventory reserve	(45,617)	(125,981)
Inventory - net	$ 741,260	794,945

Our inventory reserve reflects items that were deemed to be defective or obsolete based on an analysis of all inventories on hand.

In fiscal years 2017 and 2016, the Company critically reviewed all slow moving inventory to determine if defective or obsolete. If not defective or obsolete we presented these items as non-current inventory because all inventory is ready and available for sale at any moment.

For those items that are spare maintenance materials or parts kept on hand as backup components of major production equipment, or "store inventories", the Company capitalizes the amount if above our capitalization policy for property and equipment. In the past the Company included these items as part of its raw materials inventory. As of March 31, 2016 these items, amounting to $10,815, have been reclassified into other current assets.

NOTE 4 - DEBT

A former board member, Silas O. Kines, who passed away on January 11, 2012, was also the principal owner of Forklift Tire of Florida and K-2 Industrial Tire, Inc. In accordance with the Commission Agreement with Forklift Tire of Florida, dated February 2, 2011, between Amerityre Corporation and K-2 Industrial Tire, Inc., K-2 is due a five percent (5%) commission on all forklift tire sales. In exchange for the forklift models transferred to Amerityre under that agreement, the first $96,000 in commission payments will be used to extinguish the long term liability recorded on the transaction. As of March 31, 2017, $2,000 and $63,133 (June 30, 2016, $11,752 and $53,840) were recorded for the current and long-term portion, respectively, of the related liability.

In June 2016, the Company executed a term note with U.S. Bank to finance critical manufacturing equipment and operating enhancements. Manufacturing equipment of approximately $29,000 was placed into service in July 2016. The remaining operating enhancements are expected to be in service at the end of fiscal 2017. Total amount financed was $55,068, at 5.59% interest, with payments of $1,059 due for 60 months starting July 2016.

In July 2016, the Company executed a term note with U.S. Bank to finance critical plant facility equipment which was placed into service in July 2016. The total amount financed was $37,666 at 5.59% interest, with payments of $720 due for 60 months starting October 2016.

	Payments due by period				
	Total	Less than 1 year	1 to 3 years	3 to 5 years	After 5 years
Bank debt (both US Bank facilities above)	$ 83,119	$ 17,141	$ 59,726	$ 6,252	$ -
Total cash obligations	$ 83,119	$ 17,141	$ 59,726	$ 6,252	$ -

AMERITYRE CORPORATION
Notes to the Unaudited Financial Statements
March 31, 2017

NOTE 5 - CAPITAL LEASE

In July 2015, the Company entered into a capital lease for research and development equipment for $19,337.

The following is a schedule by years of future minimum lease payments under capital leases together with present value of the net minimum lease payments as of March 31, 2017:

2017	$	2,174
2018		8,697
2019		725
2020		-
2021		-
Total minimum lease payments		11,596
Less: executory costs		-
Net minimum lease payments		11,596
Less: amount representing interest		(1,533)
Present value of net minimum payments	$	10,063

NOTE 6 - STOCK OPTIONS AND WARRANTS

Prior Issuances of options

On December 1, 2015, 480,000 options were granted to the Company's Chief Executive Officer (then our Chief Operating Officer) as part of his employment offer. The options have a strike price of $0.10, vest December 1, 2016 and expire December 1, 2020.

On January 19, 2016, the Board granted all non-executive Board members 100,000 options, with the audit committee chair receiving an additional 50,000 options, for Board services rendered for the Board term ending December 2016. The options have a strike price of $0.10, vest at the end of the Board term in December 2016 and expire December 2019.

On January 19, 2016, 50,000 options were granted to the Company's Chief Financial Officer as part of renewal of her employment agreement. The options have a strike price of $0.10, vest ratably January 21, 2016 to December 1, 2016 and expire December 1, 2019.

Option issuances and vesting during the nine month period ending March 31, 2017

On December 1, 2016, 480,000 options were granted to the Company's Chief Executive Officer as part of his employment offer. The options have a strike price of $0.10, vest December 1, 2017 and expire December 1, 2020. Year to date expense related to these options is $583 as of March 31, 2017.

As of March 31, 2017, there was $ 1,021 of unrecognized stock-based compensation expense related to stock options that will be recognized over the vest period of the underlying option.

We estimated the fair value of the stock options granted in the current fiscal year above at the grant date based on the following weighted average assumptions:

Risk free interest rate	1.450%
Expected life	3.0 years
Expected volatility	126.36%
Dividend yield	0.00%

Year to date expense related to these options is $15,660 as of March 31, 2017.

AMERITYRE CORPORATION
Notes to the Unaudited Financial Statements
March 31, 2017

NOTE 6 - STOCK OPTIONS AND WARRANTS, Continued

A summary of the status of our outstanding stock options as of March 31, 2017 and June 30, 2016, and changes during the periods then ended is presented below:

	March 31, 2017			June 30, 2016		
	Shares	Weight Average Exercise Price	Intrinsic Value	Shares	Weight Average Exercise Price	Intrinsic Value
Outstanding beginning of period	3,800,000	$ 0.13		2,270,000	$ 0.14	
Granted	480,000	$ 0.10		1,530,000	$ 0.10	
Expired/Cancelled	-	$ 0.00		-	$ 0.00	
Exercised	-	$ 0.00		-	$ 0.00	
Outstanding end of period	4,280,000	$ 0.12	$ -	3,800,000	$ 0.13	$ -
Exercisable	3,960,000	$ 0.12	$ -	3,070 ,000	$ 0.13	$ -

The following table summarizes the range of outstanding and exercisable options as of March 31, 2017:

	Outstanding			Exercisable	
Range of Exercise Prices	Number Outstanding at March 31, 2017	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable at March 31, 2017	Weighted Average Remaining Contractual Life
$ 0.08	150,000	4.67	$ 0.08	150,000	4.67
$ 0.10	2,680,000	2.35	$ 0.10	2,360,000	2.35
$ 0.17	1,450,000	3.67	$ 0.17	1,450,000	3.67
	4,280,000			3,960,000	

General Warrant Information

In September 2013, the Company obtained an extension on the remaining $100,000 secured convertible promissory note that was issued in the private placement that closed in September 2010. This note was paid off as of June 30, 2015. In exchange for the extension, the note holder received 500,000 common stock warrants and $6,500 in accrued interest and fees. The common stock warrants expire three years from the date of issuance, are exercisable at $0.13 per share, and vest on the next date the value of Amerityre common stock reaches $0.25 per share. As of September 30, 2016 the warrants expired.

NOTE 7 – STOCK AWARDS AND ISSUANCES

On January 21, 2017, 60,000 shares were granted to the Company’s Chief Financial Officer as part of her employment renewal. The shares are valued as of January 20, 2017 ($0.04) and vest ratably through December 2017.

As of January 31, 2017, 225,000 shares were granted to the Company’s Board of Director’s as Board compensation for the term ending November 2017. Each non-executive Board member receives 50,000 shares, with the Audit Committee Chair receiving 75,000 shares. The shares vest ratably January – December 2017, valued at a fixed rate of $0.0155, the closing stock price on January 31, 2017.

AMERITYRE CORPORATION
Notes to the Unaudited Financial Statements
March 31, 2017

On March 23, 2017, the Company's Chief Executive Officer, finalized the negotiation of the replacement and extension of his employment contract. While all material compensation terms were finalized February 23, 2017 other items within the agreement, filed via Form 8-k on March 27, 2017, were finalized as of March 23, 2017. The Agreement replaces the current employment agreement and extends his term of employment to December 31, 2018. Inclusive in this new agreement is a stock award of 2.4 million shares of the Company's common stock vesting ratably over twenty-three months (February 2017 – December 2018), valued at a fixed rate of $0.0168, the closing stock price on February 22, 2017.

As all of the above awards may be issued once vested, the Company is accounting for the above in stock payable. As of March 31, 2017 stock payable is $5,047.

On February 23, 2017 the Board of Director's approved a partial payment of Mr. Sullivan's 2016 bonus in stock. This partial payment of $5,000 resulted in the issuance of 322,581 shares of stock.

NOTE 8 – INCOME TAXES

As of March 31, 2017 the Company has net income year to date. As such, the Company is working with its tax professionals to utilize available net operating loss carryforwards. Due to the difference between our taxed effected net income as of this period end and the net operating loss of approximately $17,300,000 as of June 30, 2016, the Company continues to apply a 100% valuation allowance on any remaining deferred tax asset.

NOTE 9 - SUBSEQUENT EVENTS

In April 2017, the Board of Directors closed the Amerityre Corporation 2015 Omnibus Stock Option and Award Plan as all units under the plan had been expended. Contemporaneous with this, the Board approved the Amerityre Corporation 2017 Omnibus Stock Option and Award Plan for a total of 3,000,000 shares of the Company's common stock.

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

This discussion and analysis contains statements of a forward-looking nature relating to future events or our future financial performance or financial condition. Such statements are only predictions and the actual events or results may differ materially from the results discussed in or implied by the forward-looking statements. The historical results set forth in this discussion and analysis are not necessarily indicative of trends with respect to any actual or projected future financial performance. This discussion and analysis should be read in conjunction with the financial statements and the related notes thereto included elsewhere in this report.

Overview

Amerityre engages in the research and development, manufacturing and sale of polyurethane tires. We believe that we possess unique polyurethane formulations that allow us to manufacture products with superior performance characteristics in the areas of abrasion resistance, energy efficiency and load-bearing capabilities, when compared to conventional rubber tires. We also believe that our manufacturing processes are more energy efficient than traditional rubber tire manufacturing processes, in part because our polyurethane compounds do not require the multiple processing steps and extreme heat and high pressure necessary to cure rubber. Using our polyurethane technologies, we believe we produce tires that last longer, are less susceptible to failure and are friendly to the environment.

We are concentrating on three segments of the tire market: closed-cell polyurethane foam tires, polyurethane elastomer tires and agricultural tires. We continue to focus on applications and markets where our advantages in product technology give us an opportunity to provide unique products and obtain premium pricing. Our most recent activities in these areas are set forth below:

Closed-Cell Polyurethane Tires – The sale of polyurethane foam tires to original equipment manufacturers, tire distributors and tire dealers accounts for the majority of our revenue. During the recent quarter this market segment represented over 95% of our total sales. We have the ability to produce a broad range of products for the light duty tire market. Our efforts in product development and marketing focus on building customer relationships with original equipment manufacturers and tire distributors. We continue to create unique product solutions for customers with specific tire size and performance requirements.

Polyurethane Elastomer Tires – During the fourth quarter of fiscal year 2016 we relaunched the forklift tire product line with select customers. Shipments of forklift tires restarted during the recent quarter. We continue to develop new elastomer tire products for specific customer applications, such as our new scissor lift tire. Sales in this market segment during the quarter were minimal, but we expect sales to increase in the coming quarters as our products are introduced to new customers and gain market acceptance.

Agricultural Tires – Sales of agricultural tires continue to be negatively impacted by the downturn in farm commodity prices and farm income levels. Recent projections have indicated that crop prices and farm income will continue to remain at historically low levels during 2017, but there is optimism that these levels may have reached bottom, with improvement expected in 2018. We continue to invest in marketing initiatives to educate the agricultural community about the benefits of our products, so we are well positioned to take advantage of the eventual rebound in farm income. We continue to pursue additional distribution relationships, both domestically and internationally, to increase our market penetration for our agricultural tires. The strength of the US dollar continues to provide a headwind to our international business. We continue development of new products in our seeder and haybaler tire lines in response to specific customer requirements.

Due to the Company's limited resources, tire projects which are contingent on additional significant investment for development, such as automotive tires, have been put on hold and will be revisited at a later date when funding becomes available.

As described above, our product line covers diverse market segments which are unrelated in terms of customer base, product, distribution, market demands and competition. Our sales team is comprised of three independent manufacturer representatives whose experience is complementary to our product portfolio, plus our in-house sales department. The Company's emphasis on proper product pricing and new marketing campaigns continues to drive higher margin and more profitable sales, as shown by our record results in quarter three of FY2017. We continue to manage our costs to improve gross margins in the face of these difficult economic conditions in our target markets. We expect that this operational discipline will be key to maintaining profit margins going forward as we are beginning to experience increases in raw material costs.

During our Annual Meeting in November 2016, the Company's Senior Management outlined its strategic plan for increasing the Company's sales, profitability, and market presence. This presentation was an update of the plan we unveiled during our previous annual meeting in November 2015. The continued improvement in our quarterly and year to date results for FY2017 are evidence that this strategy has been successful. As part of the most recent presentation, it was communicated that all required investments associated with this effort would be paid primarily by internally generated cash flow rather than relying on external financing. We successfully upgraded and launched our new website during the recent quarter, utilizing funding from a previously secured term loan. We have successfully moved forward with marketing and product development initiatives in FY2017 at a pace that can be supported by our current level of business and cash generation. Consequently we are not anticipating the need to do any fundraising activities in the near future to support our current strategic plan.

Since the recent U.S. Presidential and Congressional elections, there have been reports of expected proposed changes to the U.S. tax code, tariffs on imported goods, and other legislation that could impact our business. To date none of this has come to pass. An emphasis on "Buy American" programs by our government, as well as OEMs who use flat free tires on their American made products, could positively impact our business, since Amerityre is a leading domestic manufacturer of flat free polyurethane tires. However, these types of changes are usually slow to be implemented and predicting when any benefits may appear is impossible, Amerityre management has chosen to proceed with its strategic plan irrespective of any potential or pending changes to trade legislation. We believe that this plan will be successful regardless of the political landscape, although we acknowledge that some of the rumored legislation could provide a tailwind for our business if it was to be enacted.

Factors Affecting Results of Operations

Our operating expenses consisted primarily of the following:

Cost of sales, which consists primarily of raw materials, components and production of our products, including applied labor costs and benefits expenses, maintenance, facilities and other operating costs associated with the production of our products;

Selling, general and administrative expenses, which consist primarily of salaries, commissions and related benefits paid to our employees and related selling and administrative costs including professional fees;

Research and development expenses, which consist primarily of contractor and direct labor conducting research and development, equipment and materials used in new product development and product improvement using our technologies;

Consulting expenses, which consist primarily of amounts paid to third-parties for outside services;

Depreciation and amortization expenses which result from the depreciation of our property and equipment, including amortization of our intangible assets; and

Stock based compensation expense related to stock and stock option awards issued to employees and consultants for services performed for the Company.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with United States generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an ongoing basis, we evaluate our estimates, including those related to uncollectible receivables, inventory valuation, deferred compensation and contingencies. We base our estimates on historical performance and on various other assumptions that we believe to be reasonable under the circumstances. These estimates allow us to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

We believe the following accounting policies are our critical accounting policies because they are important to the portrayal of our financial condition and results of operations and they require critical management judgments and estimates about matters that may be uncertain. If actual results or events differ materially from those contemplated by us in making these estimates, our reported financial condition and results of operations for future periods could be materially affected.

Revenue Recognition

Revenue for products is recognized when the sales amount is determined, shipment of goods to the customer has occurred and collection is reasonably assured. Generally, we ship all of our products FOB origination.

Valuation of Intangible Assets and Goodwill

Patent and trademark costs have been capitalized at March 31, 2017, totaling $479,633 with accumulated amortization of $324,727 for a net book value of $154,906. Patent and trademark costs capitalized at March 31, 2016, totaled $479,633 with accumulated amortization of $297,421 for a net book value of $182,212.

The patents which have been granted are being amortized over a period of 20 years. Patents which are pending or are being developed are not amortized. Amortization begins once the patents have been issued. As of March 31, 2017 and 2016, respectively, there were no pending patents. Annually, pending or expired patents are inventoried and analyzed, which resulted in the recognition of a loss on abandonment, expiration or retirement of patents and trademarks of $-0- for each of the years ended March 31, 2017 and 2016, respectively.

Amortization expense for the years ended March 31, 2017 and 2016 was $20,473 and $20,498 respectively. The Company evaluates the recoverability of intangibles and reviews the amortization period on a continual basis utilizing the guidance of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350, *Intangibles – Goodwill and Other*. We consider the following indicators, among others, when determining whether or not our patents are impaired:

any changes in the market relating to the patents that would decrease the life of the asset;

any adverse change in the extent or manner in which the patents are being used;

any significant adverse change in legal factors relating to the use of the patents;

current period operating or cash flow loss combined with our history of operating or cash flow losses;

future cash flow values based on the expectation of commercialization through licensing; and

current expectations that, more likely than not, the patents will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

Inventory

Inventory is stated at the lower of cost (computed on a first-in, first-out basis) or net realizable. The cost of finished goods includes the cost of raw material, direct and indirect labor, and other indirect manufacturing costs. The inventory consists of chemicals, finished goods produced in the Company's plant and products purchased for resale.

Stock-Based Compensation

We account for stock-based compensation under the provisions of FASB ASC 718, *Compensation – Stock Compensation*. Our financial statements as of and for the periods ended March 31, 2017 and 2016 reflect the impact of FASB ASC 718. Stock-based compensation expense recognized under FASB ASC 718 for the fiscal years ended March 31, 2017 and 2016 was $25,706 and $56,238, respectively, related to employee stock options and employee stock grants.

FASB ASC 718 requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service periods in our Statement of Operations. Stock-based compensation expense recognized in our Statements of Operations for fiscal years ended March 31, 2017 and 2016 assume all awards will vest; therefore no reduction has been made for estimated forfeitures.

Results of Operations

Our management reviews and analyzes several key performance indicators in order to manage our business and assess the quality and potential variability of our sales and cash flows. These key performance indicators include:

Sales consisting of product sales;

Sales, net of returns and trade discounts, which is an indicator of our overall business growth and the success of our sales and marketing efforts;

Gross profit, which is an indicator of both competitive pricing pressures and the cost of goods sold of our products and the mix of product and license fees, if any;

Growth in our customer base, which is an indicator of the success of our sales efforts; and

Distribution of sales across our products offered.

The following summary table presents a comparison of our results of operations for the three and nine months ended March 31, 2017 and 2016 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

	For the Three Months Ended March 31, (in 000's) 2017	2016	Change 2017 vs. 2016	For the Nine Months Ended March 31, (in 000's) 2017	2016	Change 2017 vs. 2016
Net revenues	$ 1,134	$ 936	21.2%	$ 2,849	$ 2,865	(0.6%)
Cost of revenues	(694)	(618)	12.3%	(1,861)	(2,082)	(10.6%)
Gross profit	440	318	38.4%	988	783	26.2%
Research and development expenses	(54)	(57)	(5.3%)	(163)	(166)	(1.8%)
Sales and marketing expense	(65)	(54)	20.4%	(191)	(220)	(13.2%)
General and administrative expense	(171)	(172)	(0.5%)	(511)	(667)	(23.4%)
Other income (expense)	(2)	-	100.0%	(7)	(2)	250.0%
Net income (loss)	148	35	322.9%	116	(272)	(142.6%)
Preferred stock dividend	(25)	(25)	0.0%	(75)	(75)	0.0%
Net income (loss) attributable to common shareholders	$ 123	$ 10	1130%	$ 41	$ (347)	(111.8%)

Results for quarter three FY2017 represent record quarterly net income results for Amerityre. Increased closed cell foam tire sales were the main driver for the higher sales revenue for the quarter. As expected, the agricultural tire segment continued to be weak as farmers remained cautious with their equipment purchases in an environment of depressed farmer income. For the nine month period ending March 31, 2017, sales are basically flat year over year, but gross profit and net income show dramatic improvements over the period compared with the same period in FY2016. Like many businesses, we are cautiously optimistic that general economic conditions will continue to improve, which will help maintain revenues at the higher levels than we experienced during the recent quarter.

Three Months Ended March 31, 2017 Compared to March 31, 2016

Net Sales. Net sales of $1,133,610 for the quarter ended March 31, 2017, represents a 21.2% increase over net sales of $936,612 for the same period in 2016. These results were better than our expectations as increased optimism for a better general economy improved demand from many of our customers. Our sales were driven primarily by closed cell foam tire sales, where we continue to have a positive response to our marketing and pricing plans. Our forecast for the remainder of fiscal 2017 anticipates continued depressed agricultural tire sales, due to the continuation of the conditions causing depressed farm income. We expect our polyurethane foam products to constitute the majority of our sales during the remainder of fiscal year 2017.

Cost of Revenues. Cost of revenues for the quarter ended March 31, 2017 was $693,500 or 61.2% of sales compared to $618,366 or 66.0% of sales for the same period in 2016. Cost of revenues were higher due to increased sales levels, however as a percentage of sales cost of revenues was approximately 5% lower than the same period in 2016. This improvement was due to lower raw material costs compared with the previous year as well as better control of other costs due to better production efficiencies. The Company continues to maintain sufficient production capacity to meet anticipated customer demand without incurring a proportionate increase in overall production costs.

Gross Profit. Gross profit for the quarter ended March 31, 2017 was $440,110 compared to $318,246 for the same period in 2016. Gross profit increased by $121,864, or 38.3% over the same period in 2016, due to increased sales as noted above. The March 31, 2017 gross profit reflects a 38.8% gross margin on product sales compared to a gross margin on product sales of 34.0% in the quarter ending March 31, 2016.

Research & Development Expenses (R&D). Research and development expenses for the quarter ended March 31, 2017 were $54,130 compared to $56,839 for the same period in 2016. We continue to focus our R&D efforts on product formulation optimization and new product development. The Company plans to maintain this level of expenditure as R&D is a key component of the company's business improvement initiatives.

Sales & Marketing Expenses. Sales and marketing expenses for the quarter ended March 31, 2017 were $65,000 as compared to $53,639 for the same period in 2016. Sales and marketing expenses increased between periods primarily due to higher sales commissions offset by lower salary and travel costs.

General & Administrative Expenses. General and administrative expenses for the quarter ended March 31, 2017 were $170,813 compared to $172,270 for the same period in 2016. These results remained level with the previous year's results due to management's continued focus on cost control as part of the Company's strategic operating plan.

Other Expense. Other expense for the quarter ended March 31, 2017 was ($1,703) compared to ($842) for the same period in 2016. Other expense consists solely of interest expense and increased in the period due to our new bank debt facilities.

Net Income. Net income for the quarter ended March 31, 2017 of $148,464 represents a 322.9% improvement compared to the net income for the quarter ended March 31, 2016 of $34,656. Continued successful implementation of the Company's strategic plan resulted in cost savings and improved revenues resulting in record quarterly results.

Nine months Ended March 31, 2017 Compared to March 31, 2016

Net Sales. Net sales of $2,849,370 for the nine months ended March 31, 2017, represents a 0.6% decrease over net sales of $2,865,433 for the same period in 2016. These results were in line with our expectations as we anticipated that agricultural tire markets would remain weak. We continue to have a positive response to our marketing efforts for our polyurethane foam tires. Our forecast for remainder of fiscal 2017 anticipates continued depressed agricultural tire sales, due to the continuation of business conditions causing depressed farm income. We are optimistic that the increase in closed cell polyurethane foam product sales we saw in the recent quarter will continue for the 4th quarter of FY2017.

Cost of Revenues. Cost of revenues for the nine months ended March 31, 2017 was $ 1,861,288 or 65.3% of sales compared to $2,081,813 or 72.7% of sales for the same period in 2016. Cost of revenues were lower due to better manufacturing efficiencies, use of fully depreciated assets causing manufacturing depreciation expense to be lower, lower manufacturing repairs and maintenance, and lower manufacturing and shipping supplies, offset by increases in raw materials expenditures related to increased sales and higher direct labor cost when compared to the prior period. The Company continues to maintain sufficient production capacity to meet anticipated customer demand without incurring a proportionate increase in overall production costs.

Gross Profit. Gross profit for the nine months ended March 31, 2017 was $988,082 compared to $783,620 for the same period in 2016. Gross profit increased by $204,462 or 26.1% over the same period in 2016 due to the factors discussed previously. The March 31, 2017 gross profit reflects a 34.7% gross margin on product sales compared to a gross margin on product sales of 27.3% in the same period of 2016.

Research & Development Expenses (R&D). Research and development expenses for the nine months ended March 31, 2017 were $163,174 compared to $166,406 for the same period in 2016. While research and development expenses are flat between the periods we continue to focus on product formulation research and new product development.

Sales & Marketing Expenses. Sales and marketing expenses for the nine months ended March 31, 2017 were $191,191 compared to $219,898 for the same period in 2016. Sales and marketing expenses decreased $28,707 between periods primarily due to the impact of the company's new commission program, lower salary costs, and lower travel costs, offset by increased trade show expenses related to our attendance at four trade shows during this nine month period.

General & Administrative Expenses. General and administrative expenses for the nine months ended March 31, 2017 were $510,596 compared to $666,910 for the same period in 2016. This decrease between periods of $156,314 is driven by lower costs related to wages, stock based compensation, warranty expense and professional fees.

Other Expense. Other expense for the nine months ended March 31, 2017 was ($6,667) compared to ($2,267) for the same period in 2016. Other expense consists solely of interest expense and increased in the period due to our new bank debt facilities.

Net Income (Loss). Net income for the nine months ended March 31, 2017 of $116,454 represents a 142.6% improvement from the net loss for the nine months ended March 31, 2016 of ($271,861).

Liquidity and Capital Resources

Our principal source of liquidity consists of cash and payments received from our customers. We do not have any significant revolving credit arrangements. Historically, our expenses have exceeded our sales, resulting in operating losses. From time to time, we have obtained additional liquidity to fund our operations through the sale of shares of our common stock and the placement of short-term debt instruments. At the end of fiscal years 2016 and early 2017, we were able to obtain term bank debt financing to finance critical manufacturing and facility equipment and operating enhancements which will be placed in service in fiscal year 2017. Improvements in our operating results and general cash position have prompted us to refrain from outside financing. Additionally, management has notified our preferred shareholder that we will be suspending future payments of their preferred cash dividend payments, so the Company can increase its working capital levels.

We have historically not succeeded in establishing favorable revolving short term financing such as lines of credit. In the quarter ended March 31, 2015, we entered into a short term receivable factoring agreement with a third party to sell our receivable invoices. This agreement enables us to sell individual customer invoices for faster cash flow to the Company as we deem needed. As of March 31, 2017, we have not needed to activate this financing option due to increased focus on executing established collection policies and proactive communication with repeat customers, including adjusting credit limits to allow for increased sales volume where warranted.

Cash Flows

The following table sets forth our cash flows for the quarters ended March 31, 2017 and 2016.

	Nine months ended Mar. 31, (in 000's)	
	2017	**2016**
Net cash provided (used) by operating activities	$ 273	$ (272)
Net cash used by investing activities	(15)	-
Net cash used by financing activities	(15)	(80)
Net increase (decrease) in cash during the period	$ 243	$ (352)

Net Cash Used by Operating Activities. Our primary sources of operating cash for the nine months ended March 31, 2017 came from collections from customers. Our primary use of operating cash was an increase in prepaid and other current assets, specifically related to renewal of insurance policies, and a decrease of accounts payable and accrued expenses. Net cash provided by operating activities was $273,298 for the quarter ended March 31, 2017 compared to net cash used by operating activities of $272,473 for the same period in 2016.

Non-cash items include depreciation and amortization and stock based compensation. Our net income was $116,454 for the nine months ended March 31, 2017 compared to a net loss of ($271,861) for the same period in 2016. The net income for fiscal 2017 included non-cash expenses for depreciation and amortization of $77,171 and stock-based compensation (both stock issued and options) of $20,706. As of March 31, 2016, depreciation and amortization was $116,338 and stock-based compensation (both stock issued and options) totaled $56,238.

Net Cash Used by Investing Activities. Net cash used by investing activities was $15,187 for the nine months ended March 31, 2017 and $0 for the same period in 2016. For the nine months ended March 31, 2017 we purchased critical facility equipment of which $15,187 was paid in cash the remainder financed through bank financing.

Net Cash Used by Financing Activities. Net cash used by financing activities was $14,606 for the nine months ended March 31, 2017 and $79,925 for the same period in 2016. The primary use of cash for the quarter ended March 31, 2017 was payment toward the capital lease of $4,566 and payment of notes payable of $10,040.

Contractual Obligations and Commitments

The following table summarizes our contractual cash obligations and other commercial commitments at March 31, 2017.

	Payments due by period				
	Total	**Less than 1 year**	**1 to 3 years**	**3 to 5 years**	**After 5 years**
Facility lease (1)	$ 448,200	$ 137,700	$ 310,500	$ -	$ -
Capital lease (2)	10,077	7,285	2,792	-	-
Bank debt (3)	83,119	17,141	59,726	6,252	-
Total contractual cash obligations	$ 541,396	$ 162,126	$ 373,018	$ 6,252	$ -

(1) In May 2015, we negotiated a five (5) year extension of the lease on our executive office and manufacturing facility located at 1501 Industrial Road, Boulder City, Nevada. The property consists of a 49,200 square foot building. We currently occupy all 49,200, inclusive of approximately 5,500 square feet of office space, situated on approximately 4.15 acres. All other terms and conditions of the building lease remain in effect.

(2) In July 2015, we entered into a capital lease for research and development equipment for $19,337.

(3) In June and July 2016, in two separate bank promissory notes, we financed critical manufacturing and facility equipment and operating enhancements which will be placed in service throughout fiscal year 2017.

Cash Position, Outstanding Indebtedness and Future Capital Requirements

At May 9, 2017, our total cash balance was $457,018, none of which is restricted; accounts receivables was $266,143; and inventory, net of reserves for slow moving or obsolete inventory, and other current assets was $694,154. Our total indebtedness was $499,409 and includes $344,245 in accounts payable and accrued expenses, $17,822 in current portion of long-term debt, $9,525 in capital lease liability and $127,629 in long-term debt.

We have been working during the past year to improve our liquidity and access to capital resources. As we discussed in our November 2016 Shareholder meeting, we require more capital resources to execute our strategic business plan. However, we have decided to finance these initiates out of internal cash flow rather than pursue financing with banks or other financial institutions. While this may delay the implementation of some initiatives, we believe that raising external capital at this time is not the prudent cost of action at this time, and the key initiatives can be adequately financed from operating cash flow.

The Company currently does not have an existing revolving credit facility. In June and July 2016, in two separate bank promissory notes, we financed critical manufacturing and facility equipment and operating enhancements which will be placed in service in fiscal year 2017. Over the past year, we have worked with our vendors to obtain extended credit terms and increase credit lines where needed. Additionally, we continue to focus on adherence to established collection policies and proactive communication with repeat customers, including adjusting credit limits to allow for increased sales volume where warranted. We have entered into a short term receivable factoring agreement with a third party to sell our receivable invoices for faster cash flow if required.

We are intent on focusing on the sale and distribution of profitable product lines. We are limiting our capital expenditures to that required to maintain current manufacturing capability or support business initiatives identified in our strategic sales plan. We continue to work to reduce our overall costs wherever possible.

Management continues to execute its strategic plan focusing on “Profitability as a Mindset”. Our emphasis on proper product pricing and new marketing campaigns has driven more profitable sales. This analysis, in some cases, has resulted in lost revenues as unprofitable sales have been discontinued. The Company continues to achieve improvement in results as we improve our efficiency which enables us to reduce our breakeven level of sales. We believe our program to establish “Profitability as a Mindset” is a success and we are committed to continuing these efforts to achieve higher levels of profitability.

In assessing our liquidity, management reviews and analyzes our current cash, accounts receivable, accounts payable, capital expenditure commitments and other obligations. In connection with the preparation of our financial statements for the period ended March 31, 2017, we have analyzed our cash needs for the next twelve months. We have concluded that our available cash and accounts receivables are sufficient to meet our current minimum working capital, capital expenditure and other cash requirements for this period.

Off-Balance Sheet Arrangements

We do not currently have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to changes in prevailing market interest rates affecting the return on our investments but do not consider this interest rate market risk exposure to be material to our financial condition or results of operations. We invest primarily in United States Treasury instruments with short-term (less than one year) maturities. The carrying amount of these investments approximates fair value due to the short-term maturities. Under our current policies, we do not use derivative financial instruments, derivative commodity instruments or other financial instruments to manage our exposure to changes in interest rates or commodity prices.

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As required by SEC Rule 13a-15(b), an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive and Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective at the reasonable assurance level. There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

For information regarding risk factors, see "Part I. Item 1A. Risk Factors," in our Annual Report on Form 10-K for the year ended June 30, 2016.

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

10.2	2017 Stock Option and Award Plan
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101 INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL 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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: May 10, 2017

AMERITYRE CORPORATION

By:

/s/ Michael F. Sullivan	/s/ Lynda R. Keeton-Cardno
Michael F. Sullivan	Lynda R. Keeton-Cardno
Chief Executive Officer	Chief Financial Officer
(Principal Executive Officer)	(Principal Financial and Accounting Officer)

Exhibit 10.2

AMERITYRE CORPORATION
2017 OMNIBUS STOCK OPTION AND AWARD PLAN

Adopted by the Board: April 25, 2017

1. PURPOSE.

1.1. The purpose of the Plan is to provide a means by which selected employees, directors and consultants of the Amerityre Corporation (the "Company") are encouraged to perform through the opportunity to benefit from increases in value of the common stock of the Company ("Common Stock") by grants of options to purchase the Common Stock ("Options"), or by awards of restricted Common Stock ("Stock").

1.2. The Company, by means of the Plan, seeks to retain the services of persons who are now employees, directors, or consultants to the Company, to secure and retain the services of new employees, directors and consultants, and to provide incentives for such persons to exert maximum efforts towards the success of the Company.

1.3. All Options granted under the Plan shall be separately designated as Incentive Stock Options or Non-Qualified Stock Options at the time of grant, and in such form as issued pursuant to section 6 below, and the number of shares of common stock will be listed in the name of the employee, director or consultant in the Company's stock records for shares purchased on exercise of each type of Option by said individual. All Stock may be designated as partially or immediately vested per the provisions of each grant.

2. DEFINITIONS.

"Act" means the Securities Act of 1933, as amended.

"Award" means the grant of an Option or of Stock.

"Board" means the Board of Directors of the Company.

"Code" means the Internal Revenue Code of 1986, as amended, and any Internal Revenue Code adopted in the future to replace the Internal Revenue Code of 1986.

"Committee" means the Compensation Committee or any other committee appointed by the Board in accordance with subsection C of Section 3 to administer the Plan, or the Board acting in lieu of such committee if not established. The Committee shall be composed of non-employee directors only.

"Common Stock" means shares of the Company's common stock, par value $0.001 per share.

"Company" means Amerityre Corporation, a Nevada corporation.

"Consultant" means any person, including an advisor, engaged by the Company to render consulting or other personal services as an independent contractor and who is compensated for such services, provided that the term "Consultant" shall not include Directors.

"Continuous Status as an employee, director or consultant" means that the provision of services to the Company in the capacity of employee, director or consultant, is not interrupted or terminated. Continuous Status as an employee, director or consultant shall not be considered interrupted in the case of (i) any approved leave of absence, (ii) transfers between locations of the Company or any successor, in any capacity as employee, director or consultant, or (iii) any change in status as long as the person remains in the service of the Company or successor in any capacity as an employee, director, consultant (except as otherwise provided in the applicable Option Agreement). An approved leave of absence shall include sick leave, military leave, or any other authorized personal leave approved by the Company; provided, however, that any such authorized leave of absence shall be treated as Continuous Status as an employee, director, or consultant for the purposes of vesting only to the extent as may be provided in the Company's leave policy. For purposes of Incentive Stock Options, no such leave may exceed ninety (90) days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. Notwithstanding anything to the contrary in this definitional paragraph, a Consultant's status shall not be considered continuous unless the Consultant is and continues to be ready, willing and able to engage in substantial services to the Company. The Board, in its sole discretion, shall in all cases determine whether Continuous Status as an employee, director or Consultant shall be considered interrupted or terminated.

"Covered Employee" means any person who, on the last day of the taxable year, is the chief executive officer (or is acting in such capacity) or is among the four most highly compensated officers (other than the chief executive officer) of the Company for whom total compensation is required to be reported to stockholders under the Exchange Act, as determined for purposes of Section 162(m) of the Code.

"Director" means a member of the Board.

"Employee" means any person, including officers and executive directors, employed by the Company as determined under the rules contained in Code Section 3401. Neither service as a director nor payment of a director's fee by the Company shall be sufficient by itself to constitute "employment" by the Company.

"Exchange Act" means the Securities Exchange Act of 1934, as amended.

"Executive Director" means an individual who is an officer of the Company and also serves as a member of the Board of Directors.

"Fair Market Value" means, as of any date, the value of the Common Stock of the Company determined as follows:

(a) If the Common Stock is readily tradable on an established securities market, the fair market value of the Common Stock on the date of grant means the value determined based upon the last sale before or the first sale after the grant, the closing price on the trading day before or the trading day of the grant of the Award, or any other reasonable basis using actual transactions in the Common Stock as reported by such market and consistently applied.

(b) If the Common Stock is not readily tradable on an established securities market, the fair market value of the Common Stock on the date of grant means the value determined by a valuation of the Common Stock determined by an independent appraisal that meets the requirements of Section 401 (a)(28)(C) of the Code and the regulations thereunder as of a date that is no more than 12 months before the relevant Option grant date.

"Incentive Stock Option" means an Option intended to qualify as an incentive stock option (as set forth in the Option Agreement) and that qualifies as an Incentive Stock Option within the meaning of Section 422 of the Code and the regulations promulgated thereunder.

"Non-Qualified Stock Option" means an Option not intended to qualify as an Incentive Stock Option (as set forth in the Option Agreement) or that does not qualify as an Incentive Stock Option.

"Officer" means a person who is an officer of the Company within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.

"Option" means an option for the purchase of the Company's common stock granted pursuant to the Plan.

"Option Agreement" means a written agreement between the Company and a recipient evidencing the terms and conditions of an individual Option grant. The Option Agreement shall be in the form approved by the Board from time to time. Each Option Agreement shall be subject to the terms and conditions of the Plan.

"Outside Director" means a Director who (i) is not a current employee of the Company or an "affiliated corporation" (within the meaning of Treasury regulations promulgated under Section 162(m) of the Code), (ii) is not a former employee of the Company receiving compensation for prior services (other than benefits under a tax qualified pension plan) during the taxable year, (iii) has not been an officer of the Company at any time, (iv) is not currently receiving direct or indirect remuneration (including any payment in exchange for goods or services) from the Company in any capacity other than as a Director, (v) is otherwise considered an "outside director" for purposes of Section 162(m) of the Code, a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act.

"Plan" means this Amerityre Corporation 2015 Stock Option and Incentive Plan.

"Purchase Price" is defined in Subsection C of section VI below.

"Recipient" means an Employee, Director or Consultant, or their transferees, who holds an outstanding Option.

"Rule 16b-3" means Rule 16b-3 of the Exchange Act or any successor to Rule 16b-3, as in effect when discretion is being exercised with respect to the Plan.

"Stock" means an awarded grant of the Company's restricted Common Stock.

3. ADMINISTRATION.

3.1. The Plan shall be administered by the Board unless and until the Board delegates administration to the Committee, as provided in subsection (c) of this Section 3.2 below.

3.2. The Board shall have the power, subject to, and within the limitations of, the express provisions of the Plan:

(a) To determine, in its sole discretion, from time to time which of the persons eligible under the Plan shall be granted an Award; when and how each Award shall be granted; whether an Option granted will be an Incentive Stock Option, a Non-Qualified Stock Option, or an award of Stock, or a combination of the foregoing; the provisions of each Award granted (which need not be identical), including the time or times when a person shall be permitted to receive stock pursuant to an Award; the number of shares with respect to which an Award shall be granted to each such person; and all other terms, conditions and restrictions applicable to each such Award or shares acquired upon exercise of an Option not inconsistent with the terms of the Plan.

(b) To approve one or more forms of Option Agreement.

(c) To construe and interpret, in its sole discretion, the Plan and Awards granted under it, and to establish, amend and revoke rules and regulations for its administration. The Board, in the exercise of this power, may correct any defect, omission or inconsistency in the Plan or in any Option Agreement, in a manner and to the extent it shall deem necessary or expedient to make the Plan fully effective.

(d) To amend, modify or otherwise change in any manner the Plan or an Award as provided in Section 13 and to suspend or terminate the Plan as provided in Section 13.

(e) Generally, to exercise such powers and to perform such acts as the Board deems necessary or expedient to promote the best interests of the Company that are not in conflict with the provisions of the Plan.

All decisions, determinations and interpretations of the Board shall be final, binding and conclusive on any Recipient and any other person with an interest in the Plan or in an Award and on any Affiliate.

3.3. The Board may delegate administration of the Plan to the Committee which will be composed of not fewer than two (2) of its members. Furthermore, notwithstanding anything in this section 3 to the contrary, the Board may delegate to the Committee the exclusive right and authority to award Options or Stock to an eligible person who is a Covered Employee or who is expected to be a Covered Employee at the time of recognition of income resulting from such Award with respect to either of whom the Company wishes to avoid the application of Section 162(m) of the Code.

The Committee shall have, during such delegation and in connection with the administration of the Plan, the powers theretofore possessed by the Board (and references in this Plan to the Board shall thereafter be to the Committee), subject, however, to such resolutions, not inconsistent with the provisions of the Plan, as may be adopted from time to time by the Board. Administration of the Plan shall encompass, among other things, determining potential Award recipients, establishing the terms of each Award, ensuring all proposed grants are consistent with the terms of the Plan, granting Awards and ensuring the Corporate Secretary keeps accurate records of options granted and exercised and stock awarded.

The Board may withdraw administration of the Plan from the Committee at any time. The Board may abolish the Committee at any time and, upon abolition administration of the Plan shall revert automatically, without any further action on the Board's part, to the Board.

3.4. No member of the Board or of any committee constituted under this Section 3 or any Officer acting pursuant to this Section shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan or any Award.

4. SHARES SUBJECT TO THE PLAN.

4.1. Subject to the provisions of Section 11 relating to adjustments upon changes in stock, the amount of stock that may be issued pursuant to the grant and exercise of Awards shall not exceed in the aggregate three million (3,000,000) shares of the Company's Common Stock. If any Award shall for any reason expire or otherwise terminate, in whole or in part, without having been exercised in full, the shares not acquired underlying such Award shall revert to and again become available for issuance under the Plan.

4.2. The Common Stock subject to the Plan may be unissued shares or reacquired shares, bought on the market or otherwise.

5. ELIGIBILITY.

5.1. Incentive Stock Options may be granted only to Employees. Non-Qualified Stock Options may be granted to Employees, Directors or Consultants. Stock may be granted to any of the above.

5.2. No person shall be eligible for the grant of an Incentive Stock Option if, at the time of grant, such person owns (or is deemed to own pursuant to Section 424(d) of the Code) stock representing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company (a "Ten Percent Stockholder"), unless the exercise price of such Option is at least one hundred ten percent (110%) of the Fair Market Value of such stock at the date of grant and the Option is not exercisable after the expiration of five (5) years from the date of grant.

5.3. To the extent that the aggregate Fair Market Value (determined at the time of grant) of stock with respect to which Incentive Stock Options are exercisable for the first time by any Recipient during any calendar year under all plans of the Company exceeds one hundred thousand dollars ($100,000), the Options or portions thereof which exceed such limit (according to the order in which they were granted) shall be treated as Non-Qualified Stock Options.

6. TERMS OF OPTIONS.

Each Option shall be evidenced by an Option Agreement in such form and shall contain such terms and conditions as the Board shall deem appropriate. No Option or purported Option shall be a valid and binding obligation of the Company unless evidenced by a fully executed Option Agreement. The provisions of separate Options need not be identical, but each Option shall include (through incorporation of provisions hereof or as specifically set forth in the Option Agreement or otherwise) the substance of each of the following provisions:

6.1. Term. No Incentive Stock Option shall be exercisable after the expiration of ten (10) years from the date it was granted. However, in the case of an Incentive Stock Option granted to a Recipient who, at the time the Option is granted, is a Ten Percent Stockholder (as described in subsection B of Section V), the term of the Option shall be five (5) years from the date of grant thereof or such shorter term as may be provided in the Option Agreement.

6.2. Price. The exercise price of each Option shall be not less than one hundred percent (100%) of the Fair Market Value of the stock subject to the Option on the date the Option is granted. Notwithstanding the foregoing, an Option (whether an Incentive Stock Option or a Non-Qualified Stock Option) may be granted with an exercise price lower than that set forth in the preceding sentence if such Option is granted pursuant to an assumption or substitution for another option in a manner satisfying the provisions of Section 424(a) of the Code.

6.3. Consideration. The purchase price of stock acquired pursuant to an Option (the "Purchase Price") shall be paid, to the extent permitted by applicable statutes and regulations, either (i) in cash or check at the time the Option is exercised, or (ii) as set forth in the Option Agreement (or in the case of a Non-Qualified Stock Option, as subsequently determined in the discretion of the Board or the Committee) in shares of Common Stock that have been owned by the optionee for more than six months or by the surrender of Options to acquire Common Stock from the Company that have been held for more than six months, which Common Stock or Options shall be valued at their Fair Market Value as determined by the Board or a duly authorized committee as of the business day immediately preceding the date of such exercise.

6.4. Transferability. An Incentive Stock Option shall not be transferable except by will or by the laws of descent and distribution, and shall be exercisable during the lifetime of the Recipient only by such Recipient or by his attorney-in-fact or conservator, unless such exercise by the attorney-in-fact or the conservator of the Recipient would disqualify the Incentive Stock Option as such. Unless the Board otherwise specifies, a Non-Qualified Stock Option shall not be transferable except by will or by the laws of descent and distribution and shall be exercisable during the lifetime of the Recipient only by such person or by his attorney-in-fact or conservator. Notwithstanding the foregoing, the Recipient may, by delivering written notice to the Company, in a form satisfactory to the Company, designate a third party who, in the event of the death of the Recipient, shall thereafter be entitled to exercise the Option.

6.5. Vesting. The total number of shares of stock subject to an Option may be allotted in installments (which may, but need not, be equal). The Option Agreement may provide that from time to time during each of such installment periods, the Option may become exercisable ("vest") with respect to some or all of the shares allotted to that period, and may be exercised with respect to some or all of the shares allotted to such period and/or any prior period as to which the Option became vested but was not fully exercised. The Option may be subject to such other terms and conditions on the time or times when it may be exercised (which may be based on performance or other criteria) as the Board may deem appropriate. Any vesting schedule can be accelerated in the discretion of the Board, unless otherwise specified in the Option Agreement.

6.6. Termination of Employment or Relationship as a Director or Consultant. In the event a Recipient's Continuous Status as an Employee, Director or Consultant terminates (other than upon the Recipient's death or disability), the Recipient may exercise his or her Option (to the extent that the Recipient was entitled to exercise it at the date of termination) but only within such period of time ending on the earlier of (i) the date three (3) months after the termination of the Recipient's Continuous Status as an Employee, Director or Consultant (or, such longer or shorter period specified in the Option Agreement), or (ii) the expiration of the term of the Option as set forth in the Option Agreement. If, at the date of termination, the Recipient is not entitled to exercise his or her entire Option, the shares covered by the unexercisable portion of the Option shall revert to and again become available for issuance under the Plan. If, after termination, the Recipient does not exercise his or her Option within the time specified in the Option Agreement or in this Plan, the Option shall terminate, and the shares covered by such Option shall revert to and again become available for issuance under the Plan. The above terms shall apply only if the specific Option grant is silent on the above issues; however, a specific Option grant may provide for different terms in the event a Recipient's Continuous Status as an Employee, Director or Consultant terminates (other than upon the Recipient's death or disability).

6.7. Disability of Recipient. In the event a Recipient's Continuous Status as an Employee, Director or Consultant terminates as a result of the Recipient's disability, as defined in Section 22(e)(3) of the Code, the Recipient may exercise his or her Option (to the extent that the Recipient was entitled to exercise it at the date of termination), but only within such period of time ending on the earlier of (i) the date twelve (12) months following such termination (or, such longer or shorter period specified in the Option Agreement), or (ii) the expiration of the term of the Option as set forth in the Option Agreement. If, at the date of termination of Continuous Status, the Recipient is not entitled to exercise his or her entire Option, the shares covered by the unexercisable portion of the Option shall revert to and again become available for issuance under the Plan. If, after termination, the Recipient does not exercise his or her Option within the time specified herein, the Option shall terminate, and the shares covered by such Option shall revert to and again become available for issuance under the Plan. The above terms shall apply only if the specific Option grant is silent on the above issues; however, a specific Option grant may provide for different terms in the event a Recipient's Continuous Status as an Employee, Director or Consultant terminates as a result of the Recipient's disability.

6.8. Death of Recipient. In the event of the death of a Recipient during, or within a period specified in the Option after the termination of, the Recipient's Continuous Status as an Employee, Director or Consultant, the Option may be exercised (to the extent the Recipient was entitled to exercise the Option at the date of death) by the Recipient's estate, by a person who acquired the right to exercise the Option by bequest or inheritance or by a person designated to exercise the option upon the Recipient's death but only within the period ending on the earlier of (i) the date twelve (12) months following the date of death (or, such longer or shorter period specified in the Option Agreement), or (ii) the expiration of the term of such Option as set forth in the Option Agreement. If, at the time of death, the Recipient was not entitled to exercise his or her entire Option, the shares covered by the unexercisable portion of the Option shall revert to and again become available for issuance under the Plan. If, after death, the Option is not exercised within the time specified herein, the Option shall terminate, and the shares covered by such Option shall revert to and again become available for issuance under the Plan. The above terms shall apply only if the specific Option grant is silent on the above issues; however, a specific Option grant may provide for different terms in the event a Recipient's Continuous Status as an Employee, Director or Consultant terminates as a result of the Recipient's death.

6.9. Responsibility for Option Exercise. A Recipient is responsible for taking any and all actions as may be required to exercise any Option in a timely manner, and for properly executing any documents as may be required for the exercise of an Option in accordance with such rules and procedures as may be established from time to time under the Plan. By signing or accepting an Option Agreement a Recipient (and any person to whom the Option under that Option Agreement is transferred) acknowledges that information regarding the procedures and requirements for the exercise of that Option is available upon such Recipient's or person's request to the Board. The Company shall have no duty or obligation to notify any Recipient of the expiration of any Option.

7. TERMS OF STOCK AWARDS.

Each Award of Stock shall be evidenced by a Letter Agreement in such form and shall contain such terms and conditions as the Board shall deem appropriate. No Award of Stock shall be a valid and binding obligation of the Company unless evidenced by a fully executed Letter Agreement. The provisions of separate Awards of Stock need not be identical, but each Letter Agreement shall include (through incorporation of provisions hereof or as specifically set forth in the Letter Agreement or otherwise) the substance of each of the following provisions:

7.1. Vesting. The total number of shares of Stock subject to an Award may be allotted in installments (which may, but need not, be equal). The Letter Agreement may provide that from time to time during each of such installment periods, the Stock may vest with respect to some or all of the shares allotted to that period. The Stock may be subject to such other terms and conditions on the time or times when it may vest in part or whole (which may be based on performance or other criteria) as the Board may deem appropriate. Any vesting schedule can be accelerated in the discretion of the Board, unless otherwise specified in the Letter Agreement.

7.2. Termination of Employment or Relationship as a Director or Consultant. In the event a Recipient’s Continuous Status as an Employee, Director or Consultant terminates (other than upon the Recipient’s death or disability), the Recipient shall be entitled to retain his or her Stock to the extent that the Recipient was vested at the date of termination. If, at the date of termination, the Recipient is not vested in the entire Award, the shares covered by the unvested portion of the Award shall revert to and again become available for issuance under the Plan. The above terms shall apply only if the specific grant of Stock is silent on the above issues; however, a specific grant of Stock may provide for different terms in the event a Recipient’s Continuous Status as an Employee, Director or Consultant terminates (other than upon the Recipient’s death or disability).

7.3. Disability of Recipient. In the event a Recipient’s Continuous Status as an Employee, Director or Consultant terminates as a result of the Recipient’s disability, as defined in Section 22(e)(3) of the Code, the Recipient shall be entitled to retain his or her Stock to the extent that the Recipient was vested at the date of termination. If, at the date of termination of Continuous Status, the Recipient is not vested in his or her entire Award, the shares covered by the unvested portion of the Award shall revert to and again become available for issuance under the Plan. The above terms shall apply only if the specific grant of Stock is silent on the above issues; however, a specific grant of Stock may provide for different terms in the event a Recipient’s Continuous Status as an Employee, Director or Consultant terminates as a result of the Recipient’s disability.

7.4. Death of Recipient. In the event of the death of a Recipient during, or within a period specified in the Award, the Recipient’s estate shall be entitled to retain the Stock to the extent the Recipient was vested in the Award at the date of death. If, after death, the Award is not fully vested, the unvested shares covered by such Award shall revert to and again become available for issuance under the Plan. The above terms shall apply only if the specific grant of Stock is silent on the above issues; however, a specific grant of Stock may provide for different terms in the event a Recipient’s Continuous Status as an Employee, Director or Consultant terminates as a result of the Recipient’s death.

8. REPRICING, CANCELLATION AND RE-GRANT OF OPTIONS.

The Board or the Committee shall not effect at any time directly or indirectly the repricing of any outstanding Options, including without limitation a repricing by the cancellation of any outstanding Options under the Plan and the grant in substitution therefor of new Options under the Plan covering the same or different amount of shares of stock. Notwithstanding the foregoing, an Option (whether an Incentive Stock Option or a Non-Qualified Stock Option) may be granted with an exercise price lower than that set forth in the preceding sentence if such Option is granted pursuant to an assumption or substitution for another option in a manner satisfying the provisions of Section 424(a) of the Code.

9. COVENANTS OF THE COMPANY.

During the terms of the Awards, the Company shall keep available at all times the number of shares of Common Stock required to satisfy such Awards.

10. USE OF PROCEEDS FROM EXERCISE OF OPTIONS.

Proceeds from the exercise of Options shall constitute general funds of the Company.

11. MISCELLANEOUS.

11.1. Neither an Employee, Director or Consultant nor any person to whom an Option may be transferred shall be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares subject to such Award unless and until such person has satisfied all requirements for exercise, which can include an early exercise of the Option pursuant to its terms and the Company has issued such shares.

11.2. Nothing in the Plan or any instrument executed or Award granted pursuant thereto shall confer upon any Employee, Director, Consultant or other holder of Awards or Common Stock issued upon exercise of Options any right to continue in the employ of the Company (or to continue acting as a Director or Consultant) or shall affect the right of the Company to terminate the employment of any Employee with or without cause, the right of the Company's Board of Directors and/or the Company's stockholders to remove any Director pursuant to the terms of the Company's Sections of Incorporation and By-Laws and the provisions of Nevada Law, or the right to terminate the relationship of any Consultant with the Company.

11.3. If the Company is required to withhold any amounts by reason of federal, state or local tax laws, rules or regulations, in respect of the issuance of Awards or shares of stock pursuant to the Plan, the Company shall be entitled to deduct and withhold such amounts from any cash payments to be made to the Recipient. In any event, such person shall promptly make available to the Company, when requested by the Company, sufficient funds to meet the requirements of such withholding, and the Company may take and authorize such steps as it may deem advisable in order to have such funds made available to the Company from any funds or property due or to become due to such person. The exercise will not be effective until the Company has received such funds to cover the withholding.

11.4. To the extent provided by the terms of an Option Agreement, and to the extent the Company agrees, through a vote of its Board, regarding a non-cash payment, the person to whom an Option is granted may satisfy any federal, state or local tax withholding obligation relating to the exercise or acquisition of stock under an Option by any of the following means or by a combination of such means: (i) tendering a cash payment; (ii) authorizing the Company to withhold shares from the shares of the stock otherwise issuable to the Recipient as a result of the exercise or acquisition of stock underlying the Option; or (iii) delivering to the Company unencumbered shares of the Company's stock owned by the person acquiring the stock. The Fair Market Value of any shares of Common Stock withheld or tendered to satisfy any such tax withholding obligations shall not exceed the amount determined by the applicable minimum statutory withholding rules.

11.5. The Company shall not be required to issue fractional shares pursuant to this Plan and, accordingly, a Recipient may be awarded or required to purchase only whole shares.

11.6. The Plan and all determinations made and actions taken hereunder, to the extent not otherwise governed by the Code or laws of the United States, shall be governed by the laws of the State of Nevada and construed accordingly, without reference to the conflict of laws principles.

11.7. The receipt, transfer and exercise of any Award is subject to taxation under Section 83 of the Code.

12. ADJUSTMENTS UPON CHANGES IN STOCK.

If any change is made in the stock subject to the Plan, or subject to any Award, without the receipt of consideration by the Company (through merger, consolidation, reorganization, recapitalization, reincorporation, stock dividend, dividend in property other than cash, stock split, liquidating dividend, combination of shares, exchange of shares, change in corporate structure or other transaction not involving the receipt of consideration by the Company), the Plan will be appropriately adjusted in the class(es) and maximum number of shares subject to the Plan, and the outstanding Awards will be appropriately adjusted in the class(es) and number of shares and price per share of stock subject to such outstanding Awards. Such adjustments shall be made by the Board or the Committee, the determination of which shall be final, binding and conclusive. (The conversion of any convertible securities of the Company shall not be treated as a transaction not involving the receipt of consideration by the Company.)

13. AMENDMENT OF THE PLAN AND AWARDS.

13.1. The Board at any time, and from time to time, may amend the Plan. However, except as provided in section 11 relating to adjustments upon changes in stock, no amendment shall be effective unless approved by the stockholders of the Company within twelve (12) months before or after the adoption of the amendment, where the amendment will:

(a) Increase the number of shares reserved for Awards under the Plan;

(b) Modify the requirements as to eligibility for participation in the Plan (to the extent such modification requires stockholder approval in order for the Plan to satisfy the requirements of Section 422 of the Code); or

(c) Modify the Plan in any other way if such modification requires stockholder approval in order for the Plan to satisfy the requirements of Section 422 of the Code.

13.2. The Board may in its sole discretion submit any other amendment to the Plan for stockholder approval, including, but not limited to, amendments to the Plan intended to satisfy the requirements of Section 162(m) of the Code and the regulations promulgated thereunder regarding the exclusion of performance-based compensation from the limit on corporate deductibility of compensation paid to certain executive officers.

13.3. It is expressly contemplated that the Board may amend the Plan in any respect the Board deems necessary or advisable to provide eligible Employees, Directors or Consultants with the maximum benefits provided or to be provided under the provisions of the Code and the regulations promulgated thereunder relating to Incentive Stock Options and/or to bring the Plan and/or Incentive Stock Options granted under it into compliance therewith.

13.4. Rights and obligations of the Recipient under any Award granted before amendment of the Plan shall not be materially impaired by any amendment of the Plan except with the written consent of the Recipient, unless such amendment is necessary to comply with any applicable law, regulation or rule as determined in the sole discretion of the Board.

13.5. The Board at any time, and from time to time, may amend, modify, extend, cancel or renew any Award or waive any restrictions or conditions applicable to any Award or any shares acquired upon the exercise thereof and accelerate, continue, extend or defer the exercise time for any Award or the vesting of any shares acquired upon the exercise thereof, including with respect to the period following a Recipient’s termination of Continuous Status as an Employee, Director or Consultant; provided, however, that the rights and obligations under any Award shall not be materially impaired by any such amendment except with the written consent of the Recipient, unless such amendment is necessary to comply with any applicable law, regulation or rule as determined in the sole discretion of the Board.

The Board may accelerate the time at which an Option may first be exercised or the time during which an Option or any part thereof will vest notwithstanding the provisions in the Option Agreement stating the time at which it may first be exercised or the time during which it will vest.

13.6. The Board may amend the Plan to take into account changes in law and tax and accounting rules, as well as other developments, and to grant Awards that qualify for beneficial treatment under such rules without stockholder approval.

14. TERMINATION OR SUSPENSION OF THE PLAN.

14.1. The Board may suspend or terminate the Plan at any time. Unless sooner terminated, the Plan shall terminate on August 10, 2025, which shall be within ten (10) years from the date the Plan is adopted by the Board or approved by the stockholders of the Company, whichever is later. No Awards may be granted under the Plan while the Plan is suspended or after it is terminated.

14.2. Rights and obligations under any Award granted while the Plan is in effect shall not be impaired by suspension or termination of the Plan, except with the written consent of the Recipient, unless such impairment is necessary to qualify the Award as an Incentive Stock Option or to comply with any applicable law, regulation or rule all as determined in the sole discretion of the Board.

15. EFFECTIVE DATE OF PLAN.

The Plan shall become effective as determined by the Board, but no Awards granted under the Plan shall be exercised unless and until the Plan has been approved by the stockholders of the Company, which approval shall be obtained within twelve (12) months before or after the date when the Plan is adopted by the Board.

16. COMPLIANCE WITH SECURITIES LAWS.

The grant of Awards and the issuance of shares of Common Stock upon the an award of Stock or upon exercise of Options shall be subject to compliance with all applicable requirements of federal and state law with respect to such securities. Options may not be exercised if the issuance of shares of Common Stock upon exercise would constitute a violation of any applicable federal or state securities laws or other laws or regulations or the requirements of any stock exchange or market system upon which the Common Stock may then be listed. In addition, no Option may be exercised unless (A) a registration statement under the Act shall at the time of exercise of the Option be in effect with respect to the Common Stock shares to be issued upon the exercise of that Option or (B) in the opinion of counsel to the Company, the Common Stock shares issuable upon exercise of the Option may be issued in accordance with the terms of an applicable exemption from the registration requirements of the Act. The inability of the Company to obtain from any regulatory body having jurisdiction the authority, if any, deemed by the Company’s counsel to be necessary to the lawful issuance and sale of any Common Stock shares under the Plan shall relieve the Company of any liability in respect of the failure to issue or sell such shares as to which such requisite authority shall not have been obtained. As a condition of the exercise of any Option, the Company may require the Recipient to satisfy any qualifications that may be necessary or appropriate, to evidence compliance with any applicable law or regulation and to make any representation or warranty with respect thereto as may be requested by the Company. The Company may, upon the advice of counsel to the Company, place legends on stock certificates issued under the Plan as such counsel deems necessary or appropriate in order to comply with applicable securities laws, including, but not limited to, legends restricting the transfer of the Common Stock.

17. COMPLIANCE WITH SECTION 409A.

To the extent that the Board determines that any Award granted under the Plan is subject to Section 409A of the Code, the Option Agreement or other agreement evidencing the Award will incorporate the terms and conditions required by Section 409A of the Code. To the extent applicable, the Plan and Award agreements will be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the Plan's effective date. Notwithstanding any provision of the Plan to the contrary, in the event that following the Plan's effective date the Board determines that any Award may be subject to Section 409A of the Code and related Department of Treasury guidance (including such Department of Treasury guidance as may be issued after the Plan's effective date), the Board may adopt such amendment to the Plan and applicable Award agreements or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Board determines are necessary or appropriate to (a) exempt the Award from Section 409A of the Code and/or preserve the intended tax treatment of the benefits provided with respect to the Award, or (b) comply with the requirements of Section 409A of the Code and related Department of Treasury guidance.

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael F. Sullivan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Amerityre Corporation for the three and nine months ended March 31, 2017;

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

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

4. The registrant's other certifying office 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 we have:

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

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

(c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on our 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 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.

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

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

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

Date: May 10, 2017

/s/ Michael F. Sullivan
Michael F. Sullivan
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Lynda R. Keeton-Cardno, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Amerityre Corporation for the three and nine months ended March 31, 2017;

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

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

4. The registrant's other certifying office 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 we have:

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

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

(c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on our 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 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.

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

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

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

Date: May 10, 2017

/s/ Lynda R. Keeton-Cardno
Lynda R. Keeton-Cardno
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION 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 Pursuant to Section 13 or 15(d) of the Securities Exchange Act of Amerityre Corporation (the "Company") on Form 10-Q for the three and nine months ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael F. Sullivan, 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 and belief:

(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 result of operations of the Company.

/s/ Michael F. Sullivan
Michael F. Sullivan
Chief Executive Officer
(Principal Executive Officer)
May 10, 2017

EXHIBIT 32.2

CERTIFICATION 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 Pursuant to Section 13 or 15(d) of the Securities Exchange Act of Amerityre Corporation (the "Company") on Form 10-Q for the three and nine months ended March 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lynda R. Keeton-Cardno, 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 and belief:

(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 result of operations of the Company.

/s/ Lynda R. Keeton-Cardno
Lynda R. Keeton-Cardno
Chief Financial Officer
(Principal Financial Officer)
May 10, 2017