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

FORM 10-Q

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

For the quarterly period ended **March 31, 2012**

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________________ to ________________

Commission file number: **000-54586**

BOSTON THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**27-0801073**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
33 South Commercial Street Manchester, NH	**03101**
(Address of principal executive offices)	(Zip Code)

978-886-0421
(Registrant's telephone number, including area code)

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

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

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

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 10, 2011
Common Stock, $0.001 par value per share	16,243,206 shares

BOSTON THERAPEUTICS, INC.
FORM 10-Q

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION	3
Item 1. Unaudited Condensed Financial Statements	3
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	15
Item 3. Quantitative and Qualitative Disclosures About Market Risk	17
Item 4. Controls and Procedures	17
PART II - OTHER INFORMATION	18
Item 1. Legal Proceedings	18
Item 1A. Risk Factors	18
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	18
Item 3. Defaults Upon Senior Securities	19
Item 4. (Removed and Reserved)	19
Item 5. Other Information	19
Item 6. Exhibits	20
SIGNATURES	21

Except as otherwise required by the context, all references in this report to "we", "us", "our", "BTI" or "Company" refer to the consolidated operations of Boston Therapeutics, Inc., a Delaware corporation, formerly called Avanyx Therapeutics, Inc., and its wholly owned subsidiaries.

PART I - FINANCIAL INFORMATION

Item 1. Unaudited Condensed Financial Statements

Boston Therapeutics, Inc.
(Formerly Avanyx Therapeutics, Inc.)
(A Development Stage Company)
Balance Sheets
March 31, 2012 and December 31, 2011

	March 31, 2012	December 31, 2011
ASSETS		
Cash	$ 25,535	$ 225,995
Accounts receivable	8,188	-
Prepaid expenses and other current assets	5,858	5,331
Inventory, net	24,726	23,596
Total current assets	64,307	254,922
Intangible assets	808,929	825,000
Goodwill	69,782	69,782
Total assets	$ 943,018	$ 1,149,704
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 320,962	$ 341,873
Accrued expenses and other current liabilities	123,464	125,316
Total current liabilities	444,426	467,189
Advances - related party	257,820	257,820
Total liabilities	702,246	725,009
COMMITMENTS AND CONTINGENCIES		
Stockholders' equity:		
Preferred stock, $0.001 par value, 5,000,000 shares authorized, none issued and outstanding	-	-
Common stock, $0.001 par value, 100,000,000 shares authorized, 16,223,206 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively	16,223	16,223
Additional paid-in capital	1,717,238	1,621,756
Stock subscription receivable (see Note 3)	(22,000)	-
Deficit accumulated during the development stage	(1,470,689)	(1,213,284)
Total stockholders' equity	240,772	424,695
Total liabilities and stockholders' equity	$ 943,018	$ 1,149,704

Boston Therapeutics, Inc.
Formerly Avanyx Therapeutics, Inc.)
(A Development Stage Company)
Statements of Operations
For the Three Month Periods Ended March 31, 2012 and 2011
and the Period from Inception (August 24, 2009) through March 31, 2012

	For the Three Months Ended March 31, 2012	For the Three Months Ended March 31, 2011	Period From Inception (August 24, 2009) to March 31, 2012
Revenue	$ 18,854	$ 480	$ 23,394
Cost of goods sold	27,595	963	34,368
Gross margin	(8,741)	(483)	(10,974)
Operating expenses:			
Research and development	51,628	17,139	256,676
Sales and marketing	67,180	455	277,373
General and administrative	124,536	74,836	896,674
Total operating expenses	243,344	92,430	1,430,723
Operating loss	(252,085)	(92,913)	(1,441,697)
Other expenses:			
Interest expense-related party	4,178	3,106	27,850
Foreign currency loss	1,142	-	1,142
Total other expense	5,320	3,106	28,992
Net loss	$ (257,405)	$ (96,019)	$ (1,470,689)
Net loss per share - basic and diluted	$ (0.02)	$ (0.01)	
Weighted average shares outstanding - basic and diluted	16,223,206	14,041,236	

Boston Therapeutics, Inc.
(Formerly Avanyx Therapeutics, Inc.)
(A Development Stage Company)
Statements of Cash Flows
For the Three Month Periods Ended March 31, 2012 and 2011
and the Period from Inception (August 24, 2009) through March 31, 2012

	For the Three Months Ended March 31, 2012	**For the Three Months Ended March 31, 2011**	**Period From Inception (August 24, 2009) to March 31, 2012**
Cash flows from operating activities:			
Net loss	$ (257,405)	$ (96,019)	$ (1,470,689)
Adjustments to reconcile net loss to cash			
used in operating activities:			
Amortization of intangible assets	16,071	16,072	91,071
Stock based compensation	73,482	8,857	223,331
Issuance of common stock in exchange for consulting services	-	-	45,250
Changes in:			
Accounts receivable	(8,188)	-	(8,188)
Inventory	(1,130)	(10,708)	(20,356)
Prepaid expenses and other current assets	(527)	1,728	(2,941)
Accounts payable	(20,911)	104,993	320,962
Accrued expenses and other current liabilities	(1,852)	(97,242)	76,645
Net cash used in operating activities	(200,460)	(72,319)	(744,915)
Cash flows from investing activities:			
Net cash acquired in acquisition of Boston Therapeutics, Inc.	-	-	8,397
Net cash provided by investing activities	-	-	8,397
Cash flows from financing activities			
Proceeds from advances - related party	-	70,000	197,820
Proceeds from issuance of common stock - related party	-	-	21,236
Proceeds from issuance of common stock	-	-	542,997
Net cash provided by financing activities	-	70,000	762,053
Net increase (decrease) in cash and cash equivalents	(200,460)	(2,319)	25,535
Cash and cash equivalents, beginning of period	225,995	15,193	-
Cash and cash equivalents, end of period	$ 25,535	$ 12,874	$ 25,535
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			
Interest	$ -	$ -	$ -
Income taxes	$ -	$ -	$ -
Acquisition of Boston Therapeutics, Inc.:			
Fair value of assets acquired	$ -	$ -	$ 985,466
Assumed liabilities	-	-	(106,819)
Fair value of common stock issued	$ -	$ -	$ 878,647

1. GENERAL ORGANIZATION AND BUSINESS

Boston Therapeutics, Inc. (the "Company") was formed as a Delaware corporation on August 24, 2009 under the name Avanyx Therapeutics, Inc. On November 10, 2010, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Boston Therapeutics, Inc., a New Hampshire corporation ("Target") providing for the merger of Target into the Company with the Company being the surviving entity (the "Merger"), the issuance by the Company of 4,000,000 shares of common stock to the stockholders of Target in exchange for 100% of the outstanding common stock of Target, and the change of the Company's name to Boston Therapeutics, Inc. David Platt, the Company's Chief Executive Officer and Chief Financial Officer, is a founder of Target and was a director and minority stockholder of Target at the time of the Merger. Dr. Platt received 400,000 shares of the Company's common stock in connection with the Merger. Kenneth A. Tassey, Jr., who became the Company's President shortly after the Merger, was the Chief Executive Officer, President and principal stockholder of Target at the time of the Merger. Mr. Tassey received 3,200,000 shares of our common stock in connection with the Merger.

The Company's primary business is the development, manufacture and commercialization of therapeutic drugs and dietary supplements with a focus on glyco-pathology, a specialized field involving understanding the importance of carbohydrates in biochemistry and progression of diseases. We are currently focusing on three products: IPOXYN™, an injectable anti-hypoxia drug that we are currently developing, PAZ320, a non-systemic, chewable drug candidate for reduction of blood glucose in diabetics currently in development and SUGARDOWN®, a complex carbohydrate-based chewable dietary supplement that we are currently marketing.

The Company has minimal operations and is considered to be in the development stage as of March 31, 2012. The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company is a recently formed entity with limited resources and operating history. As shown in the accompanying financial statements, the Company has incurred net losses of $1,470,689 for the period from August 24, 2009 (inception) to March 31, 2012 and has negative working capital of $380,119 as of March 31, 2012. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its new business opportunities.

Management has plans to seek additional capital through private placements and public offerings of its common stock. There can be no assurance that the Company will be successful in accomplishing its objectives. Without such additional capital, the Company may be required to cease operations.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for interim financial information and the rules of the Securities and Exchange Commission for quarterly reports on Form 10-Q. It is suggested that these condensed financial statements be read in conjunction with the Company's financial statements for its year ended December 31, 2011 included in its Form 10-K. In the opinion of management, the statements contain all adjustments, including normal recurring adjustments necessary in order to present fairly the financial position as of March 31, 2012 and the results of operations for the three month period ended March 31, 2012 and 2011 and the period from inception (August 24, 2009) through March 31, 2012.

The year-end balance sheet data was derived from the audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America.

The results disclosed in the Statements of Operations for the three month period ended March 31, 2012 are not necessarily indicative of the results to be expected for the full fiscal year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES...continued

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Segment Information

Operating segments are identified as components of an enterprise about which separate, discrete financial information is available for evaluation by the chief operating decision-maker, or decision-making group, in making decisions on how to allocate resources and assess performance. The Company views its operations and manages its business as one operating segment.

Cash and Cash Equivalents

For purposes of reporting within the statement of cash flows, the Company considers all cash on hand, cash accounts not subject to withdrawal restrictions or penalties, and all highly liquid investments with original maturities of 90 days or less at the time of acquisition to be cash equivalents.

The Company maintains its cash in institutions insured by the Federal Deposit Insurance Corporation.

Accounts Receivable

Accounts receivable is stated at the amount management expects to collect from outstanding balances. Management establishes a reserve for doubtful accounts based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used resasonable collection efforts are written off against the allowance. Based on management's assement, no allowance was necessary as of March 31, 2012.

Revenue Recognition

The Company generates revenues from sales of SUGARDOWN®. Revenue is recognized when there is persuasive evidence that an arrangement exists, the price is fixed and determinable, the product is shipped and collectability is reasonably assured

Revenue is recognized as product is shipped from an outside fulfillment operation. Terms of product sales contain no contractual rights of return or multiple elements. In practice, the Company has not experienced or granted returns of product. Shipping fees charged to customers are included in revenue and shipping costs are included in costs of sales.

Inventory

Inventory consists of raw materials and finished goods of SUGARDOWN®. Inventories are stated at the lower of cost (first-in, first-out) or market, not in excess of net realizable value. The Company adjusts the carrying value of its inventory for excess and obselete inventory. This reserve was $1,667 at March 31, 2012 and December 31, 2011. The Company continues to monitor the valuation of its inventories.

2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES…continued

Intangible Assets

Intangible assets consist of identifiable finite-lived assets acquired in business acquisitions. Acquired intangible assets are recorded at fair value on the date of acquisition.

Certain acquired intangible assets, including developed technology, products and trade names, are amortized over their economic useful lives on a straight line basis.

Goodwill

The Company follows the guidance of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 350, *Goodwill and Other Intangible Assets*. Under

ASC 350, goodwill and certain other intangible assets with indefinite lives are not amortized, but instead are reviewed for impairment at least annually.

Impairment of Long-lived Assets

The Company reviews long-lived assets, which include the Company's intangible assets, for impairment whenever events or changes in business circumstances indicate that the carrying amounts of the assets may not be fully recoverable. Future undiscounted cash flows of the underlying assets are compared to the assets' carrying values. Adjustments to fair value are made if the sum of expected future undiscounted cash flows is less than book value. To date, no adjustments for impairment have been made.

Loss per Share

Basic net loss per share is computed based on the net loss for the period divided by the weighted average actual shares outstanding during the period. Diluted net loss per share is computed based on the net loss for the period divided by the weighted average number of common shares and common equivalent shares outstanding during each period unless the effect of such common equivalent shares would be anti-dilutive. Common stock equivalents represent the dilutive effect of the assumed exercise of certain outstanding stock options using the treasury stock method. The weighted average number of common shares for the three months ended March 31, 2012 and 2011 did not include 1,898,400 and 499,637 options and warrants, respectively, because of their anti-dilutive effect.

2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES…continued

Income Taxes

The Company accounts for income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or be settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is provided when it is more likely than not that some portion of the gross deferred tax asset will not be realized.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts payable, accrued expenses, and notes payable. The carrying value of cash and cash equivalents, accounts payable and accrued expenses approximates fair value due to their short-term nature.

The carrying value of the notes payable as of March 31, 2012 and December 31, 2011 is not materially different from the fair value of the notes payable.

Stock-Based Compensation

Stock–based compensation, including grants of employee and non-employee stock options and modifications to existing stock options, is recognized in the income statement based on the estimated fair value of the awards. The Company uses the Black-Scholes option pricing model to determine the fair value of options granted and recognizes the compensation cost of share-based awards on a straight-line basis over the vesting period of the award.

The determination of the fair value of share-based payment awards utilizing the Black-Scholes model is affected by the stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate and expected dividends. The Company does not have a history of market prices of the common stock as, and as such volatility is estimated using historical volatilities of similar public entities. The expected life of the awards is estimated based on the simplified method. The risk-free interest rate assumption is based on observed interest rates appropriate for the terms of our awards. The dividend yield assumption is based on history and expectation of paying no dividends. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Stock-based compensation expense is recognized in the financial statements on a straight-line basis over the vesting period, based on awards that are ultimately expected to vest.

The Company grants stock options to non-employee consultants from time to time in exchange for services performed for the Company. Equity instruments granted to non-employees are subject to periodic revaluation over their vesting terms. In general, the options vest over the contractual period of the respective consulting arrangement and, therefore, the Company revalues the options periodically and records additional compensation expense related to these options over the remaining vesting period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES…continued

Recent Accounting Pronouncements

Accounting Standards Update ("ASU") 2010-28, *Intangibles – Goodwill and Other (Topic 350) - When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts - a consensus of the FASB Emerging Issues Task Force*, modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011.ASU 2011-08, Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment

This ASU gives an entity the option in its annual goodwill impairment test to first assess revised qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company has adopted the pronouncement as of the effective date and does not expect there to be a material impact on the financial statements.

3. STOCKHOLDERS' EQUITY

The Company is authorized to issue up to 5,000,000 shares of its $0.001 par value preferred stock and up to 100,000,000 shares of its $0.001 par value common stock.

Preferred Stock

No shares of preferred stock have been issued and the terms of such preferred stock have not been designated by the Board of Directors.

Common Stock

On August 26, 2009, the Company issued 10,000,000 shares of its $0.001 par value common stock to its two founders. Eight million shares were issued to the Company's Chief Executive Officer (CEO), Chairman of the Board of Directors and co-founder, in exchange for a patent, a provisional patent and know-how. In accordance with ASC 845-10-S99, *Transfers of Non-monetary Assets from Promoters or Shareholders*, the transfer of nonmonetary assets to a company by its shareholders in exchange for stock prior to the Company's initial public offering should be recorded at the transferor's historical cost basis determined under GAAP. As a result, the value of the patent, provisional patent and know-how was valued at the CEO's historical cost basis of zero because no records exist to support an historical cost basis in accordance with GAAP. The patent and provisional patent were assigned to the Company on December 10, 2009. The remaining 2,000,000 shares were issued to the co-founder for $10,000 in cash.

On March 31, 2010, the Company issued 20,000 shares of common stock for $10,000 cash to an investor. On April 9, 2010, the Company issued 11,236 shares of common stock in exchange for $11,236 to a related party. On October 4, 2010, the Company issued 10,000 shares for $10,000 cash to an investor. On November 6, 2010, the Company issued 4,000,000 shares of common stock in connection with the merger transaction described in Note 1.

On June 21, 2011, the Company sold 2,035,470 shares for $508,867 in a private placement offering. During August 2011, an additional 56,000 shares were sold for $14,130 in the private placement. On November 1, 2011, 80,500 shares were issued to a consultant for marketing services valued at $40,250. On December 22, 2011, 10,000 shares were issued to a consultant for services rendered valued at $5,000. No other issuances of preferred or common stock have been made during the period covered by the accompanying financial statements. Note 8 describes an issuance of common stock subsequent to the period covered by the accompanying financial statements.

3. STOCKHOLDERS' EQUITY…continued

Common Stock...continued

On March 20, 2012 the Company entered into a subscription agreement to sell 20,000 shares of common stock at price per share of $1.10 and issue a warrant to purchase an additional 20,000 shares of common stock at $1.15 per share for gross proceeds of $22,000. As of March 31, 2011 the transaction had not closed and the Company recorded the agreement as a stock subscription receivable within equity in the accompanying balance sheet. The warrant associated with the subscription agreement is exercisable immediately and has five year term. The Company has estimated the relative fair value of the warrant to be $9,000 using the Black Scholes model, which has been recorded as a component of permanent equity in additional paid in capital.

4. STOCK OPTION PLAN AND STOCK-BASED COMPENSATION

The 2010 Stock Plan

The Company adopted a stock option plan entitled "The 2010 Stock Plan" (2010 Plan) under which the Company may grant options to purchase up to 5,000,000 shares of common stock. As of March 31, 2012, there were 78,400 options outstanding under the 2010 Plan.

During the year ended December 31, 2010, the Company granted options to purchase 78,400 shares of common stock with an exercise price of $1.85 to a consultant. The options began vesting January 1, 2011 at a rate of 9,800 options per quarter until the final vesting date of October 1, 2012. Stock-based compensation relating to this grant was $333 for the three month period ending March 31, 2012 and the unrecognized compensation at March 31, 2012 was $1,730. The options have a contractual life of 4.83 years.

The 2011 Stock Plan

The Company adopted a non-qualified stock option plan entitled "2011 Non-Qualified Stock Plan" (2011 Plan) under which the Company may grant options to purchase 2,100,000 shares of common stock. As of March 31, 2012, there were 1,800,000 options outstanding under the 2011 Plan.

On September 15, 2011, the Company granted options to purchase 1,500,000 shares of common stock to a consultant with an exercise price of $0.10 and immediate vesting of 562,500 shares. Beginning December 15, 2011, the remaining shares will vest at 93,750 shares per quarter. The options have a fair value of $0.20 per share and an estimated remaining life of 4.5 years. Stock-based compensation relating to this grant was $18,807 for the three month periods ending March 31, 2012 and the unrecognized compensation at March 31, 2012 was $150,455.

On January 1, 2012, the Company granted options to purchase 200,000 shares of common stock to a consultant with an exercise price of $0.10 and immediate vesting of 150,000 shares. Beginning July 1, 2012, the remaining shares will vest at 25,000 shares per six month period. The options have a fair value of $0.22 per share and an estimated remaining life of 4.75 years. Stock-based compensation relating to this grant was $32,462 for the three month period ending March 31, 2012 and the unrecognized compensation at March 31, 2012 was $10,821.

On February 1, 2012, the Company granted options to purchase 100,000 shares of common stock to a consultant with an exercise price of $0.10 and immediately vested on date of grant. The options have a fair value of $0.22 per share and an estimated remaining life of 6.83 years. Stock-based compensation relating to this grant was $21,641 for the three month period ending March 31, 2012 and the unrecognized compensation at March 31, 2012 was $0.

4. STOCK OPTION PLAN AND STOCK-BASED COMPENSATION…continued

The Company used the Black-Scholes option-pricing model to determine the fair value of the option grants and the related compensation expense. The Company recorded $73,482 in compensation expense for the three month period ended March 31, 2012, related to the non-employee options. The Company measures and recognizes compensation expense as they vest for stock-based awards issued to non-employees over the service period.

Expected volatility for the options issued during the three months ended March 31, 2012 was 90%. The Company does not have a history of market prices of their common stock, and as such volatility is estimated using historical volatilities of similar public entities.

The risk-free interest rate used for each grant is equal to the U.S. Treasury yield in effect at the time of grant for instruments with a similar expected life. The risk-free interest rate was 1.27% for grants made during the three month period ending March 31, 2012. The intrinsic value for fully vested, exercisable options was $150,000 at March 31, 2012 based on the Company's latest valuation of its common stock of $0.25.

5. RELATED PARTY TRANSACTIONS

The CEO advanced $187,820 to the Company and $60,000 to Target to fund start-up costs and operations of the Company and Target. Advances by the CEO carry an interest rate of 6.5%. On January 16, 2012, the outstanding notes of $257,820 were amended to extend the various maturity dates to June 29, 2013. As of March 31, 2012, and December 31, 2011, $29,819 and $25,641, respectively, of accrued interest had been included in accrued expenses on the accompanying balance sheet. The CEO intends, but is not legally obligated, to fund the Company's operations in this manner until the Company raises sufficient capital.

6. INTANGIBLE ASSETS

The SUGARDOWN® technology and provisional patents are being amortized on a straight-line basis over their useful lives of 14 years. Goodwill is not amortized, but is evaluated annually for impairment.

Intangible assets consist of the following at March 31, 2012 and December 31, 2011:

	2012	2011
SUGARDOWN® technology and provisional patents	$ 900,000	$ 900,000
Less accumulated amortization	(91,071)	(75,000)
Intangible assets, net	$ 808,929	$ 825,000

Amortization expense was $16,071 for the three months ended March 31, 2012 and 2011, respectively.

7. COMMITMENTS AND CONTINGENCIES

The Company entered into a lease agreement for their office facility in December 2011 which require monthly installment payments of $557 through June 30, 2012 for a total future contractual obligation of $1,671.

8. SUBSEQUENT EVENTS

The Company has evaluated events and transactions that occurred from December 31, 2011 through the date of filing, for possible disclosure and recognition in the financial statements. Except as discussed below, the Company did not have any material subsequent events that impact its financial statements or disclosures.

As discussed in Note 3, in March 2012, the Company entered into a subscription agreement to sell 20,000 shares of common stock for $22,000 with a warrant to purchase an additional 20,000 shares of common stock for $1.15 per share. The transaction closed on May 7, 2012.

On May 7, 2012, the Company's CEO and COO entered into promissory notes to advance the Company an aggregate $40,000. The notes accrue interest at 6.5% per year and are due June 30, 2013.

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

The following discussion and analysis is based on, and should be read in conjunction with the unaudited condensed consolidated financial statements and the notes thereto included elsewhere in this Form 10-Q . This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These statements are often identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," or "continue," and similar expressions or variations. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. The forward-looking statements in this Quarterly Report on Form 10-Q represent our views as of the date of this Quarterly Report on Form 10-Q. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Report on Form 10-Q.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2012 COMPARED TO MARCH 31, 2011

Overview

We are a development-stage company that was formed on August 24, 2009.

Our Chief Executive Officer ("CEO") and founder contributed a provisional patent, a patent and know-how to the Company. In accordance with ASC 845-1-S99, *Transfers of Non-Monetary Assets from Promoters or Shareholders*, the transfer of non-monetary assets to a company by its shareholders in exchange for stock prior to the Company's initial public offering should be recorded at the transferor's historical cost basis determined under GAAP. Because no records exist to support a historical cost basis in accordance with GAAP, the patent, provisional patent and know-how were valued at the CEO's historical cost basis of zero.

On November 10, 2010, we entered into an Agreement and Plan of Merger with Boston Therapeutics, Inc. ("BTI"). BTI was in the business of developing, manufacturing and selling, among other things, dietary supplements including its initial product, SUGARDOWN®, a complex carbohydrate based dietary supplement based upon BTI's proprietary processes and technology. SUGARDOWN® is currently in the initial stage of market introduction, and in June 2011 we entered into an agreement with Advance Pharmaceutical Co. Ltd. to develop markets in Hong Kong, China and Macau for SUGARDOWN®. We believe that SUGARDOWN® has significant revenue and positive cash flow potential.

We issued 4,000,000 shares of common stock to the stockholders of BTI in exchange for all the outstanding common stock of BTI, and the Company's name was changed to Boston Therapeutics, Inc. The CEO is also a founder of BTI and was a 10% shareholder of BTI at the time of the merger. A valuation of the Company's common stock was performed resulting in a fair value per share of $0.2466. Based on the 4,000,000 shares of common stock issued for BTI the total consideration was valued at $986,400. However, because the Company's CEO was a 10% shareholder of BTI, 10% of BTI was valued at his historical cost basis and 90% of Target was valued at fair value.

We must raise new capital to continue our business operations and intend to use the provisional patent, patent and know-how contributed by our CEO and the assets acquired from BTI (as described in Notes 1 and 3 to the financial statements included elsewhere in this Form 10-Q) to raise capital. Our CEO intends to provide minimal cash to fund critical needs until shares are sold to raise capital. We anticipate the need for approximately $3,000,000 in additional funding to support the planned expansion of our operations over the next approximately 12 months. There is no guarantee that we will be successful in raising additional funds.

Overall Results

Revenue for the three month period ended March 31, 2012 was $18,854, compared to $480 for the same period in the prior year, an increase of $18,374. Revenues for both periods were generated from the sale of the SUGARDOWN® product. The increase was a result of increased distribution through a new reseller and increased marketing efforts.

Costs of Goods Sold

Cost of goods sold for the three months ended March 31, 2012 were $27,595, compared to $963 for the same period in the prior year, an increase of $26,632. Cost of goods sold consisted primarily of the cost of the materials and labor to manufacture SUGARDOWN® product, shipping and fulfillment costs. The increase was a result of additional costs of moving to a new fulfillment center and costs related to scaling up production for additional sales.

Operating Expenses

We had research and development expense for the three months ended March 31, 2012 of $51,628, compared to $17,139 for the same period in the prior year, an increase of $34,489 or 201%. Costs associated with clinical trials of SUGARDOWN® and PAZ320 represented approximately $24,000 of the increase. The balance of the increase is attributable to ongoing development of the SUGARDOWN® product.

We had sales and marketing expense for the three months ended March 31, 2012 of $67,180, compared to $455 for the same period in the prior year, an increase of $66,725. Marketing and promotion costs represented approximately $17,000 of the increase with stock based compensation representing $42,553 of the increase.

General and administrative expense for the three months ended March 31, 2012 was $124,536, compared to $74,836 for the same period in the prior year, an increase of $49,700 or 66%. This consists primarily of legal and accounting fees associated with SEC filings and quarterly financial statement preparation for the Company. Legal and accounting fees represented $21,000 of the increase. Payroll and stock based compensation represented $30,929 of the increase for the period. The balance is primarily a decrease in consulting fees and travel expenses.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2012

As of March 31, 2012, we had cash of $25,535 and accounts payable and accrued expenses and other current liabilities of $444,426. The cash is largely attributable to cash received from revenues generated in the period and the balance from the proceeds from our private placement of common stock in June 2011.

LIQUIDITY AND CAPITAL RESOURCES

We have received minimal revenues from our acquisition of the SUGARDOWN® product. Without substantial revenue and known, adequate and available financing, there is uncertainty regarding the Company's ability to continue as a going concern.

Management has plans to seek additional capital through private placements and public offerings of its common stock. There can be no assurance that the Company will be successful in accomplishing its objectives. Without such additional capital, the Company may be required to cease operations.

Our CEO and our President intend to provide minimal cash to fund critical needs once the proceeds of the private placement are exhausted until additional shares are sold to raise capital or SUGARDOWN® or other products generate sufficient revenues to fund the operations of the Company.

On March 20, 2012, the Company entered into an agreement to sell 20,000 shares for $22,000 with a warrant to purchase an additional 20,000 shares for $1.15 per share. The transaction closed on May 7, 2012. Additionally, on May 7, 2012, the Company's CEO and COO entered into promissory notes to advance to the Company $20,000 each. The notes accrue interest at 6.5% per year and are due June 30, 2013.

Our CEO also contributed a provisional patent, a patent and know-how to the Company. We intend to use these assets and SUGARDOWN® to attract investors in order to raise the capital required to fund operations.

Other than our CEO's and our President's intention to provide minimal cash, we have no current commitment from our officers and directors or any of our shareholders, to supplement our operations or provide us with financing in the future. If we are unable to raise additional capital from conventional sources and/or additional sales of stock in the future, we may be forced to curtail or cease our operations. Even if we are able to continue our operations, the failure to obtain financing could have a substantial adverse effect on our business and financial results. In the future, we may be required to seek additional capital by selling debt or equity securities, and we may be required to cease operations, or otherwise be required to bring cash flows in balance when we approach a condition of cash insufficiency. The sale of additional equity or debt securities, if accomplished, may result in dilution to our then shareholders. We provide no assurance that financing will be available in amounts or on terms acceptable to us, or at all.

OFF-BALANCE SHEET ARRANGEMENTS

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

CRITICAL ACCOUNTING POLICIES

See Note 2 Summary of Significant Accounting Policies, of the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 herein for a discussion of critical accounting policies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, we are not required to provide the information requested by this item, as provided by Regulation S-K Item 305(e).

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Pursuant to Rules 13a-15(b) and 15-d-15(b) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer ("CEO/CFO") (the Company's principal financial and accounting officer), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO/CFO concluded that the Company's disclosure controls and procedures were effective as of March 31, 2012 to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO/CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) under the Exchange Act) during the fiscal period to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Company’s management, including the Company’s CEO/CFO, does not expect that the Company’s internal control over financial reporting will prevent all errors and all fraud. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There have not been any material changes from the risk factors previously disclosed under Item 1A of our amended Annual Report on Form 10-K/A for the year ended December 31, 2011.

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

On March 20, 2012, the Company entered into an agreement to sell 20,000 shares of its common stock at a share price of $1.10 with a warrant to purchase an additional 20,000 shares for $1.15 per share. The warrants were issued upon execution of the agreement on March 20, 2012. As of March 31, 2012 proceeds for the purchase of shares had not been received, nor had the shares of common stock been issued. The shares and warrants described were offered and sold solely to a single “accredited investor” in reliance on the exemption from registration afforded by Rule 506 of Regulation D promulgated under Section 4(2) of the Securities Act. In connection with the sale of these securities, the Company relied on the investor’s written representations that it was an "accredited investor" as defined in Rule 501(a) of Regulation D. In addition, neither the Company nor anyone acting on its behalf has offered or sold these securities by any form of general solicitation or general advertising. At the time of their issuance, the securities will be deemed to be restricted securities for purposes of the Securities Act, and the certificates representing the securities shall bear legends to that effect. The securities may not be resold or offered in the United States without registration or an exemption from registration.

Item 3. Defaults Upon Senior Securities

None.

Item 4. (Removed and Reserved)

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Title of Document
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14 and Rule 15d-14(a), promulgated under the Securities and Exchange Act of 1934, as amended*
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14 and Rule 15d 14(a), promulgated under the Securities and Exchange Act of 1934, as amended*
32.1	Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002 (Chief Executive Officer)**
32.2	Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002 (Chief Financial Officer)**
101	The following financial statements from the Quarterly Report on Form 10-Q of Boston Therapeutics, Inc. for the quarter ended March 31, 2012 formatted in XBRL: (i) Condensed Balance Sheets (unaudited), (ii) Condensed Statements of Operations (unaudited), (iii) Condensed Statements of Cash Flows (unaudited), and (iv) Notes to Condensed Financial Statements (unaudited), tagged as blocks of text.*
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

*Filed as an exhibit hereto.

**These certificates are furnished to, but shall not be deemed to be filed with, the Securities and Exchange Commission.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

	BOSTON THERAPEUTICS, INC.
Date: May 16, 2012	By: /s/ David Platt David Platt Chief Executive Officer and Chief Financial Officer

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14

I, David Platt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Boston Therapeutics, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officer 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 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.

Dated: May 16, 2012

By: /s/ David Platt
David Platt
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULE 13a-14

I, David Platt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Boston Therapeutics, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officer 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 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.

Dated: May 16, 2012

By: /s/ David Platt
David Platt
Chief 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 on Form 10-Q of Boston Therapeutics, Inc. (the "Company") for the quarter ending March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), David Platt, Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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

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

Dated: May 16, 2012

By: /s/ David Platt
David Platt
Chief Executive Officer

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 on Form 10-Q of Boston Therapeutics, Inc. (the "Company") for the quarter ending March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), David Platt, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

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

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

Dated: May 16, 2012

By: /s/ David Platt
David Platt
Chief Financial Officer