



DIVISION OF  
CORPORATION FINANCE

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

January 8, 2014

Via E-mail

Maarten van der Sanden  
Chief Financial Officer  
Symbid Corp.  
Marconistraat 16  
3029 AK Rotterdam  
The Netherlands

**Re: Symbid Corp.  
Current Report on Form 8-K  
Filed December 12, 2013  
File No. 333-177500**

Dear Mr. Van der Sanden:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your filing and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing and the information you provide in response to these comments, we may have additional comments.

General

1. Provide us with copies of any reports and industry analysis that you cite or upon which you rely. For example, we note the reference on page 9 to the report "Financing SMEs and Entrepreneurs 2012: An OECD Scoreboard." Please provide us with marked copies of any materials that support these and other third-party statements, clearly cross-referencing a statement with the underlying factual support.
2. Please remove apparently incorrect references to other industries from your disclosure. For example, the disclosure under "Cautionary Note Regarding Forward-Looking Statements" on page 1 refers to drug development, government regulation of pharmaceuticals and the healthcare industry, and raw materials.

Item 2.01 – Completion or Acquisition or Disposition of Assets, page 4

3. Please provide disclosure with respect to all material relationships that existed between Hapykidz.com, Inc. and its affiliates and promoters, on the one hand, and Symbid Holding B.V. and its affiliates and promoters, on the other hand, prior to the time of the Share Exchange Agreement. Refer to Item 2.01(c) and (d) of Form 8-K. If no such relationships existed, explain how the parties were introduced and the reasons they decided to proceed with the transaction and this particular structure. Identify any third parties that played a material role in arranging or facilitating the transactions and disclose the benefits they received for their roles. Finally, identify any promoters as required by Item 404(c) of Regulation S-K.

Split-Off, page 6

4. We note that, upon the closing of the Share Exchange, you transferred all of the company's assets and liabilities to Holli Morris, the prior majority holder and prior sole officer and director of the company. Please disclose the amount of the company's assets and liabilities transferred to Ms. Morris, their composition, and the value of the 18.75 million shares surrendered. Disclose why Ms. Morris would surrender and cancel 187.5 million shares of the company (her entire holdings) for these assets and liabilities. File as exhibits any oral or written agreements with Ms. Morris to use the company to acquire an operating company or engage in a reverse merger. We note that the company's initial public offering became effective March 15, 2012, Ms. Morris resigned all positions with the company on May 14, 2013 (retaining her substantial majority ownership), and that all the assets and liabilities prior to the Share Exchange were transferred to Ms. Morris on December 6, 2013 in exchange for the surrender and cancellation of her entire shareholdings. We also note that the company has always been a shell company and has never begun its intended operations.

Lock-up Agreements and Other Restrictions, page 8

5. Please identify the "former sponsor of the Share Exchange" who agreed to a lock-up.

Description of Business, page 9

6. Please prominently highlight that the registrant is a holding company that does not own its operations. It must be clear that the business you are describing is not the registrant's business but is the business of its variable interest entity ("VIE"), Symbid Coöperatie U.A., a limited liability cooperative in The Netherlands. Disclose that it is through corporate governance control, and not equity ownership, that you have effective control over the VIE, which allows you to consolidate the financial results of the VIE in your financial statements. However, if you are unable to maintain

- effective control, you would not be able to continue to consolidate the VIE's financial results with your financial results. Disclose the percentage of revenues in your consolidated financial statements that are derived from your VIE. Also disclose that you rely upon the administrative, success and managements fees paid by the VIE to your subsidiary, Symbid B.V. Disclose the amount of administrative, success and management fees that have been paid to Symbid B.V. Discuss why you chose this structure, which you implemented in October 2013, and the risks associated with the structure.
7. Also disclose that the company does not own the intellectual property underlying your crowdfunding platform. Disclose that the intellectual property is owned by Symbid IP Foundation, from whom you license the technology. You then sublicense the technology to your VIE on a non-exclusive basis.
  8. Disclose whether the intellectual property that you license is protected by patents or trademarks and, if so, the duration of the patents and trademarks. Discuss the importance of the license of the intellectual property to your business.

#### Symbid's History, page 9

9. You disclose on page 9 that, since your inception, Symbid has funded 24 entrepreneurs and their start-ups for a total capital of approximately \$2,750,000. To provide context, please disclose the amount of revenues you have generated from these fundings. Also disclose whether the fundings were equity based, lending based or reward/donation based. Disclose where the entrepreneurs and investors were located.

#### Symbid's Product Portfolio, page 10

10. Please revise to clarify whether the company currently offers all three models of crowdfunding that you discuss. To provide context, please discuss the extent to which you have generated revenues from each model.
11. Please revise to clarify and provide the basis for the phrase "a unique legal structure with an IT-infrastructure on its crowdfunding platform."
12. Revise your disclosure throughout the "Description of Business" to clarify whether each crowdfunding method, product portfolio, service portfolio and strategy has been used. Where you describe the company's future goals, for example to create a portfolio of products, revise to specifically identify the goal as aspirational and clarify the timetable and funding needed for such goals.

13. You state at the top of page 11 that Symbid is able to offer the services of Gambitious B.V. and Equidam Holding B.V. at attractive rates to its customers because it is a founding partner in each of these companies. Please discuss whether you receive services from these companies at rates that are more favorable than the rates charged to unaffiliated third parties.

The Symbid Product Portfolio, page 11

14. To provide context, please discuss the extent to which you have generated revenues from each product portfolio.

The Market, page 12

15. It appears that the chart on page 13 refers to the U.S. market. Please revise to make this more prominent, and clarify that this does not refer to the company's current market. Identify your geographic markets based upon the funding you have provided so far through your platform. In the paragraph following the chart, revise to make clear the differences between the figures discussed there and those represented in the chart. Also discuss whether regulatory and other barriers are taken into account.
16. Here and throughout the Business section, where you discuss markets be sure to define which markets you are referencing. For example, we note your discussion of the video games industry at the bottom of page 18 and the discussion of the total market size for crowdfunding in the middle on page 21.
17. In an appropriate place, please clarify whether the company is currently active only in The Netherlands or also in other countries.

The Symbid Business Model, page 13

18. Please revise to clarify the difference between the stand-alone and white-label versions.
19. Please clarify the basis for your assertion on page 15 that "the Symbid technology structure is the one of the most sophisticated crowdfunding platforms in the world."

Acquisition strategy for "value adding services for the Symbid portfolio," page 17

20. We note the statement on page 17 that the company intends to "extend the number of crowdfunding products and services in its portfolio and to subsequently make the portfolio of products and services accessible to a worldwide public." Please revise

here to clarify the nature of such products, your expected timing in making them available, and the planned timetable in expanding throughout the world, particularly in the U.S. In this connection we also note the statement at the top of page 19 referring to a joint “roll-out for both Gambitious and Symbid in Europe and the United States.

21. To the extent that you intend to expand to the United States, please discuss in detail the government regulations concerning each method of crowdfunding you intend to offer and how you intend to comply.

The Proposed Acquisitions of Gambitious B.V and Equidam Holding B.V., page 18

22. Please update the status of the proposed acquisitions.

History and Organizational Structure, page 19

Symbid B.V., page 19

23. Please revise your disclosure throughout your filing to clarify whether Symbid B.V. has an indirect ownership interest in Gambitious B.V. of 18%, or 28.5%.

Symbid Cooperatie U.A., page 19

24. Please explain the ownership structure of Symbid Coöperatie in more detail. Discuss why the company chose this structure, addressing the business purpose, and why the company believes this structure “maximize(es) its crowd-funding operations in the Netherlands”. Also, please clarify who controls the remaining four out of a total of nine votes of the members’ council of Symbid Coöperatie U.A.
25. Please provide a risk factor highlighting the fact that the company holds no equity interest in either Symbid IP Foundation, the entity that owns the intellectual property on which your operations rely, or Symbid Coöperatie U.A. Specifically discuss how your business’ financial condition and results of operations may be materially and adversely affected by the risk associated with these arrangements. For example, clearly disclose that, if you are unable to maintain effective control, you would not be able to continue to consolidate the VIE’s financial results with your financial results and disclose the percentage of revenues in your consolidated financial statements that are derived from your VIE. This is just one example.

26. Please clarify whether Symbid Coöperatie U.A. has any expenses other than those incurred by, or sources of revenue or income other than the administrative fees and success fees assigned to, Symbid B.V.
27. Please disclose whether any affiliates of Symbid Corp., Symbid Holding B.V. or Symbid B.V. have any ownership interests in Symbid IP Foundation, Symbid Foundation and Symbid Coöperatie U.A.
28. Please file as exhibits the agreements and documents that provide the basis for your consolidation of Symbid Cooperatie U.A. For example, file the organizational documents for Symbid IP Foundation, Symbid Foundation, and Symbid Cooperatie U.A.

Regulatory Framework, page 22

29. Please clarify whether you addressed equity crowdfunding as well as partnering/affiliate programs in your correspondence with the Authority for the Financial Markets in The Netherlands (the “AFM”). Also provide your analysis of whether the reorganization of your corporate structure since 2010 would impact the application of the Dutch regulatory framework to your company and its operations.

Description of Properties, page 22

30. Please clarify why you are not required to pay rent for your executive offices.

Regulatory Framework, page 22

31. Please file your agreement with InterSolve as an exhibit.
32. Please clarify how Symbid has set up its corporate structure to ensure that Symbid itself will not be deemed to be offering securities to the public under Dutch law, as you state in the last sentence on page 23. Explain why this is important.

Risk Factors, page 25

33. Please add risk factor disclosure addressing your management’s lack of experience running a public company in the United States.
34. Please provide a risk factor to discussing whether legal rights under United States securities may be limited due to the location of your officers, directors and assets in The Netherlands. For example, discuss whether investors have the ability to effect service of process and enforce judgments obtained in U.S. courts against any officers or directors who are located in The Netherlands.

We may need additional financing..., page 25

35. We note the reference to “the Offering.” Please clarify if this is referencing the private placement (PPO) or some other offering. In this regard we note the reference near the bottom of page 37 to “the process of raising additional capital from current shareholders and new investors.” To the extent possible, please clarify your plans for raising additional capital and quantify the amount of funding you need to implement your business plan.

Management’s Discussion and Analysis of Financial Condition and Results of Operations, page 30

36. We note the statement at the top of page 31 that “we have established a continued growth in revenues.” This sentence seems to describe an ongoing upward trend in revenues, although licensing revenues have declined in 2013 as against the comparable period in 2012. Please revise.

Critical Accounting Estimates, page 32

Revenue Recognition

37. It appears that revenue from crowd-funding is recognized “at the moment an investment is made or a proposition is successfully funded”. Please expand your disclosure to clarify how your policy complies with ASC 605-10-S99-1. Describe your refund policy and experience, and tell us how your refund policy was considered in developing your revenue recognition policy. Address why you believe the selling price is fixed or determinable and collectability is reasonably assured at the time and in the amount recognized.
38. In that regard, we note per your discussion of redeemable funds on page 22 that investors can re-claim certain funds at any time prior to the funding target having been reached. Please expand your disclosure to clarify how these redeemable funds are reported in your financial statements.
39. With regard to “other revenue”, please disclose how you account for each of the sources of revenue identified and tell us how your policy complies with ASC 605-10-S99-1. Specifically address how you account for upfront payments and why you believe revenue recognition should follow the invoicing for website consultancy arrangements.

Results of Operations, page 35

40. Please revise your disclosure for each period to describe and quantify underlying material activities that generate revenue and expense variances between periods. For instance, please explain why other revenue decreased during the nine months ended September 30, 2013, and why the balance was negative during the third quarter of 2012. Your revised disclosures should provide information that would assist an investor in making a well-informed investment decision.

Item 3.02. Unregistered Sales of Equity Securities, page 50

41. Please disclose the number of persons to whom the 21,170,000 shares were issued in the Share Exchange.
42. The final paragraph in this section, regarding a Section 4(2) exemption, appears to contradict the statement in the paragraph preceding it that the issuances disclosed in this section did not implicate the U.S. securities laws. Please delete.

Financial Statements

Consolidated Balance Sheets

43. We note that your prepaid expenses and other current assets balance represents 32% of assets at December 31, 2012 and 63% of assets at September 30, 2013. Please provide footnotes for both periods discussing the nature of this balance and why you believe it is current. For any portion of the balance that relates to Scoop, please discuss any restrictions on those assets.

2- Summary of Significant Accounting Policies, page F-9

44. Please revise to clarify that the company holds no equity interest in Symbid Coop. Also clarify how the non-controlling interest in Symbid Coöperative is presented in the company's financial statements.

3- Variable Interest Entity – Symbid Coöperative, page F-13

45. Please expand disclosure to provide qualitative information about the assets and liabilities of Scoop that are included in the consolidated balance sheet. For instance, clarify whether there are any restrictions on the transferability of assets between Scoop and the company, and whether the liabilities of Scoop are attached to the assets or general credit of the company.



6- Deferred Government Grants, page F-14

46. Please tell us why you believe it is appropriate to recognize the deferred government grant income ratably, as opposed to upon final completion, considering the Dutch Government reserves the right to revise or settle the grant upon final completion. Include reference to authoritative literature used as guidance.

Subsequent Events, page F-18

47. Please reconcile your discussion of Equity Capital here with your Condensed Consolidated Statements of Change in Equity on page F-22, and your Capital Stock footnote on page F-31.

Proforma Condensed Combined Balance Sheets, page F-34

48. Please expand your footnotes to clarify how you disposed of the current liabilities of the accounting acquiree, Symbid Corp.
49. Based on your discussion on page 6, it appears that the warrants issued in connection with the PPO were subject to a “down round” provision that results in the warrants not being considered indexed to the company’s own stock, requiring liability classification. Refer to ASC 815-40-55-33 and 55-34. Please clarify how you have accounted for the warrants and/or revise your pro forma, as appropriate.

Note 1. Financial Periods for Financial Statements, page F-36

50. It appears that the company has changed auditors as a result of the reverse merger. Please provide disclosure required by Item 4.01 of Form 8-K reporting your change in auditor. Also include disclosure required by Item 5.03 with regard to your change in fiscal year, if applicable.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;

Maarten van der Sanden  
Symbid Corp.  
January 8, 2014  
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- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Kenya Gumbs, Staff Accountant, at (202) 551-3373 or Robert Littlepage, Accountant Branch Chief, at (202) 551-3361 if you have questions relating to the financial statements. Please contact Gregory Dundas, Attorney-Advisor, at (202) 551-3436, Kathleen Krebs, Special Counsel, at (202) 551-3350, or me at (202) 551-3810 with any other questions.

Sincerely,

/s/ Kathleen Krebs, for

Larry Spigel  
Assistant Director