



DIVISION OF  
CORPORATION FINANCE

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

January 12, 2024

Nick Bhargava  
Executive Vice President  
Groundfloor Finance Inc.  
600 Peachtree Street, Suite 810  
Atlanta, GA 30308

**Re: Groundfloor Finance Inc.**  
**Offering Statement on Form 1-A**  
**Post-qualification Amendment No. 4**  
**Filed January 9, 2024**  
**File No. 024-12013**

Dear Nick Bhargava:

We have reviewed your amendment and have the following comments.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe a comment applies 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 offering statement and the information you provide in response to this letter, we may have additional comments.

Form 1-A POS filed January 9, 2024

General

1. We re-issue prior comment one. Based upon the table you provided we continue to believe the additional \$19,997,330 in LROs, brings the total aggregate offering amount for the last twelve months beyond the \$75 million offering cap under Rule 251(a)(2) of Regulation A. Please revise or advise us how you believe you comply with the aggregate offering price cap in Rule 251(a)(2).
2. In addition, we note the statement added to the offering circular cover page that "[w]e do not offer for sale every LRO that may be qualified for sale." Please clarify how you comply with Rule 251(d)(3)(i)(F) of Regulation A, which requires that the offering will be commenced within two calendar days after the qualification date, and will be made on a continuous basis.

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We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Pearlyne Paulemon at 202-551-8714 or Pam Howell at 202-551-3357 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Real Estate & Construction

cc: Brian Korn