



DIVISION OF  
CORPORATION FINANCE

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

September 25, 2020

Jan Goetgeluk  
Chief Executive Officer  
Virtuix Holdings Inc.  
1826 Kramer Lane, Suite H  
Austin, TX 78758

**Re: Virtuix Holdings Inc.**  
**Offering Statement on Form 1-A**  
**Filed August 31, 2020**  
**File No. 024-11309**

Dear Mr. Goetgeluk:

We have reviewed your offering statement 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 offering statement 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 offering statement and the information you provide in response to these comments, we may have additional comments.

Offering Statement on Form 1-A

Cover Page

1. Disclose the date by which you must receive the minimum offering amount. Disclose that, if the minimum offering amount has not been received by that time, you will promptly return all money from received from potential investors.

Other Terms, page 18

2. You disclose on the offering circular cover page that investors will pay a processing fee directly to SeedInvest. You disclose on page 18 that SI Securities, LLC will charge investors a non-refundable transaction fee equal to 2% of the amount invested up to \$300. Please clarify whether these are two separate fees that investors must pay to purchase securities in the offering or if they are the same fee. Discuss the reasons for the fees.

The Company's Business

Competition, page 27

3. You disclose that KATVR and Cyberith's products "are deemed to infringe on several of Virtuix's patents." Disclose whether this is your belief and if you have taken any legal action to enforce your intellectual property rights.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Liquidity and Capital Resources, page 32

4. Please revise to disclose the minimum period of time that you will be able to conduct planned operations using only currently available capital resources without regard to the proceeds you expect to receive from the offering. We refer you to FRC 501.03(a) and Section IV of SEC Release 33-8350 for additional guidance.

Trend Information, page 33

5. Please revise to discuss how the COVID-19 pandemic has impacted the trends in revenue from the products and services currently available to customers (e.g., Omni Pro and Omni Arena). Also, please quantify the impact COVID-19 has had on sales subsequent to March 31, 2020, if material.
6. Please explain how parents being increasingly alarmed about their kids' screen-time habits is a consumer trend in the company's favor that will contribute to a successful Omni One launch.

Notes to Consolidated Financial Statements

Note 17. Restatement of Financial Results, page 66

7. Please revise to describe the nature of each of the material errors and how they were identified. Also, tell us whether these errors resulted in a material weakness in your internal controls over financial reporting and if so what consideration was given to disclosing this in a risk factor.

General

8. We note that your subsidiary VML\_ZH is a wholly foreign-owned enterprise in China that sells the company's products to customers in Asia. Please revise to discuss the implications of having operations in China. You should address the risks, the legal and regulatory environment, and any restrictions on the movement of cash. You should also disclose how you are accounting for the entity in China and whether it is a variable interest entity ("VIE"). If it is a VIE, please disclose how you are able to consolidate the VIE and any risks related to consolidating a VIE.

Jan Goetgeluk  
Virtuix Holdings Inc.  
September 25, 2020  
Page 3

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. We also remind you that, following qualification of your Form 1-A, Rule 257 of Regulation A requires you to file periodic and current reports, including a Form 1-K which will be due within 120 calendar days after the end of the fiscal year covered by the report.

You may contact Eiko Yaoita Pyles, Staff Accountant, at 202-551-3587 or Christine Dietz, Senior Staff Accountant, at 202-551-3408 if you have questions regarding comments on the financial statements and related matters. Please contact Michael Foland, Staff Attorney, at 202-551-6711 or Kathleen Krebs, Special Counsel, at 202-551-3350 with any other questions.

Sincerely,

Division of Corporation Finance  
Office of Technology