

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

FORM C-TR
UNDER THE SECURITIES ACT OF 1933

- ☐ Form C: Offering Statement
- ☐ Form C-U: Progress Update
- ☐ Form C/A: Amendment to Offering Statement
 - ☐ Check box if Amendment is material and investors must reconfirm within five business days.
- ☐ Form C-AR: Annual Report
- ☐ Form C-AR/A: Amendment to Annual Report
- ☒ Form C-TR: Termination of Reporting

Name of issuer

Divinia Water, Inc.

Legal status of issuer

Form

Corporation

Jurisdiction of Incorporation/Organization

Idaho

Date of organization

October 29 2015

Physical address of issuer

149 Chestnut St. Idaho Falls, ID 83402

Website of issuer

www.diviniawater.com

Current number of employees

1 as of April 30, 2022

April 30, 2022

FORM C-TR

Divinia Water, Inc.

DIVINIA

This Form C-TR (including the cover page and all exhibits attached hereto, the "Form C- TR") is being furnished by Divinia Water, Inc., an Idaho Corporation (the "Company," as well as references to "we," "us," or "our"), for the sole purpose of providing certain information about the Company as required by the Securities and Exchange Commission ("SEC").

No federal or state securities commission or regulatory authority has passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the accuracy or completeness of any disclosure document or literature. The Company is filing this Form C-TR pursuant to Regulation CF (§ 227.100 et seq.) which requires that it must file a report with the Commission annually and post the report on its website at www.diviniawater.com no later than 120 days after the end of each fiscal year covered by the report. The Company may terminate its obligations in the future in accordance with Rule 202(b) of Regulation CF (§ 227.202(b)) by 1) being required to file reports under Section 13(a) or Section 15(d) of the Exchange Act of 1934, as amended, 2) filing at least one annual report pursuant to Regulation CF and having fewer than 300 holders of record, 3) filing annual reports for 3 years pursuant to Regulation CF and having assets equal to or less than \$10,000,000, 4) the repurchase of all the Securities sold pursuant to Regulation CF by the Company or another party, or 5) the liquidation or dissolution of the Company.

The date of this Form C-TR is April 30, 2022

Forward Looking Statement Disclosure

This Form C-TR and any documents incorporated by reference herein or therein contain forward- looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C-TR are forward-looking statements. Forward-looking statements give the Company's current reasonable expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C-TR and any documents incorporated by reference herein or therein are based on reasonable assumptions the Company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments and other factors it believes are appropriate under the circumstances. As you read and consider this Form C-TR, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (many of which are beyond the Company's control) and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect its actual operating and financial performance and cause its performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize or should any of these assumptions prove incorrect or change, the Company's actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statement made by the Company in this Form C-TR or any documents incorporated by reference herein or therein speaks only as of the date of this Form C-TR. Factors or events that could cause our actual operating and financial performance to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

ONGOING REPORTING

The Company will no longer file a report electronically with the Securities & Exchange Commission annually or post the report on its website.

Once posted, the annual report may be found on the Company's website at:
www.diviniawater.com

The Company must continue to comply with the ongoing reporting requirements until:

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record;
- (4) the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the Company liquidates or dissolves its business in accordance with state law.

The Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000; in 2022, the Company has liquidated its business in accordance with federal law.

About this Form C-TR

You should rely only on the information contained in this Form C-TR. We have not authorized anyone to provide you with information different from that contained in this Form C-TR. You should assume that the information contained in this Form C-TR is accurate only as of the date of this Form C-TR, regardless of the time of delivery of this Form C-TR. Our business, financial condition, results of operations, and prospects may have changed since that date. Statements contained herein as to the content of any agreements or other documents are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents.

The Business

Divinia Water is a purified, bottled water company. On January 27, 2021, Divinia filed for bankruptcy relief under USC 11, Subchapter V (See case #21-40059 in the US Bankruptcy Court District of Idaho (the "Court")). Subsequent to the date of this report, during the first quarter 2022, the assets of Divinia were sold to Cellular Alchemy Rx, Inc. Divinia will not continue as a going concern. Reference is made to the Court's docket for relevant pleadings, orders and case status.

The reader is referred to the Court docket for all pleadings, orders and case status. A liquidating plan is currently pending, which, if confirmed, all Divinia's remaining assets will be conveyed to a liquidating trust, and Divinia will be dissolved.

DIRECTORS, EXECUTIVE OFFICERS AND SIGNIFICANT EMPLOYEES

In the first quarter 2022, all officers have resigned. Matthew R. McKinlay, a member of CFO Solutions, LLC dba Ampleo was retained by an order of the Court as the sole officer of the company.

PRINCIPAL SECURITY HOLDERS

Reference is made to the Plan, currently pending in the bankruptcy case for a list of current security holders.

RELATED PARTY TRANSACTIONS

Reference is made to the Plan, currently pending in the bankruptcy case for a list of related party transactions, and their proposed resolution under the Plan.

SIGNATURES

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C-TR and has duly caused this Form to be signed on its behalf by the duly authorized undersigned, on April 16, 2022.

Divinia Water, Inc.

By /s/ Matthew R. McKinlay
Name Matthew R. McKinlay
:
Title: Restructuring Advisor