# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

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# Offering Memorandum

**Part II of the Offering Statement (Exhibit A to Form C)**
**Regulation Crowdfunding**

**UNDER THE SECURITIES ACT OF 1933**

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**A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.**

**In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.**

**The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.**

**These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.**

**See "Risk Factors" beginning on page 5 to read about factors you should consider before investing.**

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**THE OFFERING**

This is a Regulation Crowdfunding offering by SlideBelts Inc., a Delaware corporation (the "Company," "us" or "we"). We are offering securities through the issuance of Simple Agreements for Future Equity ("Safes"), with the terms consisting of a $20 million valuation cap and 20% discount. We must reach our target investment goal of $150,000 by June 20, 2017, or our offering will expire. Oversubscriptions in excess of the target amount of up to $1,000,000 will be accepted on a first come, first serve basis. If the Company reaches its target amount prior to June 20, 2017, we may conduct a series of multiple closings, provided that the investors who have committed to the funds will be provided notice five business days prior to any such close. The minimum amount of securities that must be purchased is $250 per investor. The maximum amount of securities that can be purchased is $100,000 per investor.

**Investment**
**SAFE** (Simple Agreement for Future Equity)
**$20M valuation cap | 20% Discount**
If you invest, you're betting the company will be worth more than $20M in the future.

**Investment Limitations:** Investors are subject to the following limitations on the amount they may invest in this offering, as set forth below:

- Annual income AND net worth greater than $100,000:
  - 10% of the lesser of your annual income or net worth, subject to a maximum of $100,000;
- Annual income or net worth less than $100,000:
  - the greater of: $2,000 or 5 percent of the lesser of the investor's annual income or net worth.

Note: You may include the income of your spouse for purposes of determining your annual income. Your net worth must exclude the value of your primary residence, and if you have a mortgage on your residence that exceeds its worth, you must include that negative equity for purposes of determining your net worth.

**Offering Exemption:** This offering is being conducted by Start Engine Capital LLC ("Start Engine"), a leading investment crowdfunding platform, pursuant to Regulation CF, promulgated under Title III of the JOBS Act, and specifically Section 4(a)(6) of the Securities Act of 1933, as amended.

## THE COMPANY AND ITS BUSINESS

SlideBelts Inc. is a wearable technology company that designs, manufactures and markets innovative "ratchet belts," which are patented belts made without holes. We were founded in 2007 by Brig Taylor. Brig and Michelle married in 2008 and by 2012, Brig quit his other job and began working full time at SlideBelts. SlideBelts is ranked #151 on Inc. Magazine's 500 fastest growing companies for 2016.

Our Company's mission is to empower people through innovation in simple, stylish, wearable technology. Our tech-enabled belt products offer freedom from holes with a large collection of leather and canvas belts.

Our star product is the "Survival Belt," which was featured in 2014 on Kickstarter. Our Kickstarter campaign raised over $200,000 from over 2,000 backers, smashing our fundraising goal of $60,000 by over 333%. Our flagship product is the SlideBelts "Leather Ratchet Belt" which consistently maintains great customer feedback.

**Company Information**.

We formed the Company in 2013 as SlideBelts Inc., a California corporation. In 2016, we merged out the California corporation and reincorporated in Delaware as SlideBelts Inc., a Delaware corporation. The business was started in 2007.

Our principal executive offices are located at 4818 Golden Foothill Pkwy Unit #9, El Dorado Hills, CA 95762, and our telephone number is +1 (888) 754-3311. Our website address is https://www.slidebelts.com. Information contained on, or that can be accessed through, our website is not incorporated by reference into this Offering Statement, and you should not consider information on our website to be part of this prospectus. The SlideBelts design logo, "SlideBelts" name and our other registered and common law trade names, trademarks, and service marks are the property of SlideBelts.

As a first-time user of equity crowdfunding under Title III of Regulation CF, we intend to take full advantage of the exemption from audit requirements under the Regulation CF rules, including the rule that financial statements of the issuer must be audited by an independent auditor. As an issuer relying on these rules for the first time we are permitted to provide reviewed rather than audited financial statements. We do not have any relevant financial statements available that have been audited by an independent auditor.

**Supply Chain Customer Base.**

Raw materials essential to our businesses are purchased worldwide in the ordinary course of business from numerous suppliers. In general, these materials are available from multiple sources. We currently distribute our product nationally by driving online stores within the California area and beyond.

**Intellectual Property and Research and Development.**

| Trademark | | Patents | |
|---|---|---|---|
| **Description** | **Serial Number** | **Description** | **Patent Number** |
| **Full "SlideBelts" design mark (SlideBelts main logo).** | 86054611 | **Main SB Utility Patent** | 9149090 |
| **Fleur-de-lis design mark (Winged Logo by itself).** | 86373509 | **Survival Strap Utility Patent** | 9351526 |
| **CARRY LESS. ADVENTURE MORE. [Word Mark]** | 86315065 | **Main SB Patent 3** | 9370223 |
| **Gird Up Your Loins Acquired in May 2016** | 86060620 | **Skinny Buckle Design Patent** | D776568 |
| **SIMPLE. SUBTLE. STYLISH.** | 87033550 | | |

| Pending Trademark | | Pending Patents | |
|---|---|---|---|
| **Description** | **Application Number** | **Description** | **Application Number** |
| **SURVIVAL BELT** | 87/158,898 | **Hunter/Survival Buckle UP 4** | 15/215,522 |
| **Stylized mark of "SlideBelts" without the Fleur-de-lis** | 86/937174 | **Belts with Integrated Adjustment Slots** | 15/166,986 |
| | | **Belt Hanger** | 29/569,878 |
| | | **Wallet** | 29/564,423 |

**Liabilities.**

Liabilities are discussed in more detail in the Financial Statements. The Company has several outstanding short-term debt obligations including a long-term SBA loan with $573,051 left on the note as of March 10, 2017. The current interest rate is 6.25% but will fluctuate annually according to the Wall Street Journal Prime Rate, plus 2.75%.

**Litigation.**

We are not aware of any pending litigation against us.

**Other Relevant Information.**

We may concurrently open a Regulation D offering in addition to the Regulation Crowdfunding offering presently submitted. If we do a concurrent Regulation D offering, we will likely offer different investment terms to the accredited investors than the securities offered under Section 4(a)(6) of the Securities Act.

For more information about the company and its business please see the “Company” tab on the company’s profile on StartEngine.com and Exhibit C to the Form C of which this Offering Memorandum forms a part of the entire offering materials.

**Third Party or Related Transactions.**

There were no transactions in which the issuer was or is to be party and the amount involved exceeded 5% of the aggregate amount of capital sought by the company under Regulation CF.

## THE TEAM

### Officers and Directors

**Brig Taylor**
*Founder & CEO*

**Michelle Taylor**
*President, Director*

**Navinesh Singh**
*CFO, Director*

**Frederick Lilley**
*COO, Director*

**Chris Gordon**
*Director*

***Brig Taylor*** is the Founder and CEO of SlideBelts. Having served as a Director of the company since 2013, Brig has held his current position as SlideBelts' Chief Executive Officer since 2015. Previously, he held the offices of Chief Financial Officer, Secretary and Chief Operations Officer for SlideBelts. Brig has more than 10 years of experience running and operating SlideBelts, having started the company in 2007 as a sole proprietorship for a few years before ultimately forming SlideBelts Inc. Brig graduated from BYU in 2010 and has been married to Michelle Taylor since 2008.

***Michelle Taylor*** has held her current position as SlideBelts' President, Secretary, and Creative Director since 2015 and has served as a Director of the company since 2013. Previously, she held the office of Chief Executive Officer for SlideBelts and has accumulated more than 9 years of experience running and operating the business. In her current role, Michelle leads the creative direction for the SlideBelts brand in all internal and outward-facing materials. Her attention to detail has played a key role in the growth of the business and quality of its products. Michelle graduated from BYU in 2010 and married Brig Taylor in 2008.

***Navinesh Singh*** has served as Director and the Chief Financial Officer of the Company since 2015. He started with SlideBelts in 2014 bringing 13 years of business experience serving in various leadership roles with IT solutions and data hosting providers. He attended California State University, Sacramento.

***Frederick "Rick" Lilley*** has served as Chief Operations Officer of the Company since 2015. He started with SlideBelts in 2014 bringing 15 years of fashion, retail and leadership experience serving in various roles for Vans Inc. He graduated from Baker College in Flint, Mi.

***Chris Gordon*** has served as a Director of the Company since 2013. Chris has been a civil litigator for over 13 years. He is the founder of The Gordon Law Firm. He is an Angel Investor in the company.

**Number of Current Employees**: 27 total employees

## TAX MATTERS

**EACH PROSPECTIVE PURCHASER SHOULD CONSULT WITH HIS OWN TAX AND ERISA ADVISOR AS TO THE PARTICULAR CONSEQUENCES TO THE PURCHASER OF THE PURCHASE, OWNERSHIP AND SALE OF THE PURCHASER'S SECURITIES, AS WELL AS POSSIBLE CHANGES IN THE TAX LAWS.**

**TO INSURE COMPLIANCE WITH THE REQUIREMENTS IMPOSED BY THE INTERNAL REVENUE SERVICE, WE INFORM YOU THAT ANY TAX STATEMENT IN THIS OFFERING STATEMENT CONCERNING UNITED STATES FEDERAL TAXES IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED, BY ANY TAXPAYER FOR THE PURPOSE OF AVOIDING ANY TAX-RELATED PENALTIES UNDER THE UNITED STATES INTERNAL REVENUE CODE.**

**ANY TAX STATEMENT HEREIN CONCERNING UNITED STATES FEDERAL TAXES WAS WRITTEN IN CONNECTION WITH THE MARKETING OR PROMOTION OF THE TRANSACTIONS OR MATTERS TO WHICH THE STATEMENT RELATES. EACH TAXPAYER SHOULD SEEK ADVICE BASED ON THE TAXPAYER'S PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.**

Potential purchasers who are not United States residents are urged to consult their tax advisors regarding the United States federal income tax implications of any investment in the Company, as well as the taxation of such investment by their country of residence. Furthermore, it should be anticipated that distributions from the Company to such foreign investors may be subject to UNITED STATES withholding tax.

**EACH POTENTIAL PURCHASER SHOULD CONSULT HIS OR HER OWN TAX ADVISOR CONCERNING THE POSSIBLE IMPACT OF STATE TAXES.**

## RISK FACTORS

THERE ARE SIGNIFICANT RISKS AND UNCERTAINTIES ASSOCIATED WITH AN INVESTMENT IN THE COMPANY AND THE SECURITIES. THE SECURITIES OFFERED HEREBY ARE NOT PUBLICLY-TRADED AND ARE SUBJECT TO TRANSFER RESTRICTIONS. THERE IS NO PUBLIC MARKET FOR THE SECURITIES AND ONE MAY NEVER DEVELOP. AN INVESTMENT IN THE COMPANY IS HIGHLY SPECULATIVE. THE SECURITIES SHOULD NOT BE PURCHASED BY ANYONE WHO CANNOT BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND WHO CANNOT AFFORD THE LOSS OF THEIR ENTIRE INVESTMENT.

THESE SECURITIES INVOLVE A HIGH DEGREE OF RISK THAT MAY NOT BE APPROPRIATE FOR ALL INVESTORS. THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER IN ANY JURISDICTION IN WHICH AN OFFER IS NOT PERMITTED.

PRIOR TO CONSUMMATION OF THE PURCHASE AND SALE OF ANY SECURITY THE COMPANY WILL AFFORD PROSPECTIVE INVESTORS AN OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM THE COMPANY AND ITS MANAGEMENT CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND THE COMPANY. NO SOURCE OTHER THAN THE INTERMEDIARY HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS FORM C, AND IF GIVEN OR MADE BY ANY OTHER SUCH PERSON OR ENTITY, SUCH INFORMATION MUST NOT BE RELIED ON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS OFFERING MEMORANDUM AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION NECESSARILY APPLICABLE TO EACH PROSPECTIVE INVESTOR'S PARTICULAR FINANCIAL SITUATION. EACH INVESTOR SHOULD CONSULT HIS OR HER OWN FINANCIAL ADVISER, COUNSEL AND ACCOUNTANT AS TO LEGAL, TAX AND RELATED MATTERS CONCERNING HIS OR HER INVESTMENT. THE SECURITIES OFFERED HEREBY WILL HAVE TRANSFER RESTRICTIONS. NO SECURITIES MAY BE PLEDGED, TRANSFERRED, RESOLD OR OTHERWISE DISPOSED OF BY ANY PURCHASER EXCEPT PURSUANT TO RULE 501 OF REGULATION CF. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

**NASAA UNIFORM LEGEND**

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES.

**Forward Looking Statement Disclosure**

*This Offering Memorandum 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 Offering Memorandum 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 Offering Memorandum 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 Offering Memorandum, 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 Offering Memorandum or any documents incorporated by reference herein or therein speaks only as of the date of this Offering Memorandum. 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.*

## Risks Related to the Company's Business and Industry

***We have a limited operating history of profits upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.***

We were most recently reincorporated under the laws of the State of Delaware on April 29, 2016. Before that, our company was incorporated under the laws of the State of California on June 10, 2013. While the business has been around since 2007 it was not fully staffed or operated for several years. Accordingly, we have a limited history upon which an evaluation of our prospects and future performance can be made. Our proposed operations are subject to various business risks associated with new enterprises. The likelihood of our creation of a viable business must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the growth of a business, operation in a competitive industry, and the continued development of advertising, promotions, and a corresponding consumer base. We anticipate that our operating expenses will increase for the near future. You should consider the our business, operations and prospects in light of the risks, expenses and challenges faced as an emerging growth company.

***We have incurred operating losses in the past, expect to incur operating losses in the future, and may never achieve or maintain profitability.***

We have experienced net losses in the last three fiscal years. In 2013, we were profitable. As of the year ended December 31, 2015, however, we experienced a net loss of $309,497 and for the year ended December 31, 2016, we experienced a net loss of $17,366. We expect our operating expenses to increase in the future as we expand our operations. We will incur additional legal, accounting, and other expenses for raising a Regulation Crowdfunding campaign. If our revenue does not grow at a greater rate than our expenses, we will not be able to achieve and maintain profitability. We may incur significant losses in the future for many reasons, including without limitation the other risks and uncertainties described in this Offering Memorandum. Additionally, we may encounter unforeseen expenses, operating delays, or other unknown factors that may result in losses in future periods. If our expenses exceed our revenue, our business may be seriously harmed and we may never achieve or maintain profitability.

***Our industry is highly fragmented and rapidly changing.***

The retain and apparel industry in particular has gone through significant structural changes in consumer buying behaviors and shifting consumer demands. Online stores have evolved much faster over the last several years than in the past as consumers shift to online buying platforms and omni channel operations. Accordingly, our operations and profitability are heavily dependent upon both the ability to target our customers in a crowded marketplace and on our ability to anticipate, identify and capitalize upon new consumer demands. If we fail to anticipate, identify or react appropriately, or in a timely manner, to our consumer expectations, we could experience reduced consumer acceptance of our products, a diminished brand image and higher markdowns. These factors could result in lower selling prices and sales volumes for our products and could have a material adverse effect on our results of operations and financial condition.

***We may develop and offer new products.***

There are substantial risks and uncertainties associated with creating, producing and marketing new products in the retail industry, particularly in instances where the market is saturated with alternative goods. In developing and marketing new wearable products, we may invest significant R&D resources. Initial timetables for the development and launch of new products may not be achieved and price and profitability targets may not prove feasible. We may not be successful in introducing new products in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients, or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

***Our products may be subject to governmental regulations affecting wearable technologies.***

Due to the options added in our wearable tech, certain state and local laws and regulations govern the production and design of our belts, including but not limited to compliance with privacy laws (GPS), California buckle-knife laws, and survivor designs for combustible fire starters. When possible we try to work within the confines of the law. However, noncompliance with such laws and regulations may cause the appropriate government agency to put a stop hold on our products, restricting our ability to conduct business, assess additional taxes, interest and penalties or result in the imposition of significant fines.

***Reductions in sales of our products will have an adverse effect on our profitability and ability to generate cash to fund our business plan.***

The following factors, among others, could affect continued market acceptance and profitability of our products:

• the introduction of competitive products;
• changes in consumer preferences among wearable tech;
• changes in consumer buying habits, including trends away from certain retail goods,
• changes in consumer perception regarding the durability of our products;
• the level and effectiveness of our sales and marketing efforts;
• any unfavorable publicity regarding our brand;
• litigation or threats of litigation with respect to our products;
• the price of our products relative to other competing products;
• price increases resulting from rising commodity costs; and,
• introduction of competitive or lower priced goods from major ecommerce companies such as Amazon

Adverse developments with respect to the sale of competitive products would significantly reduce our net sales and profitability and have a material adverse effect on our ability to maintain profitability and achieve our business plan. We can guard against that by enforcing our patents and other intellectual property rights surrounding our Company.

**Risks Related to the Securities**

***Safes are inherently risky like convertible notes but less favorable for the investor***

A Safe ("Simple Agreement for Future Equity") is an agreement that grants the holder the right to equity at a later date, similar to a convertible note, but with four key legal differences:

- Unlike a convertible note, a Safe is not a debt instrument. A Safe is neither debt nor equity but a security that may or may not convert to equity at a later date. There are no voting rights attached to the Safe.
- It is not possible for the Safes to convert to the Class A Common Stock unless we decide to issue Preferred Stock, which would be for the principal purpose of taking investment capital.
- Debt instruments have maturity dates. Safes (including the one in this offering) do not.
- Debt instruments have interest rates. Safes (including the one in this offering) not.

Despite their name implying otherwise, Safes are an investment vehicle and, like any investment vehicle, are inherently risky. You should be aware that while Safes have become a popular method to raise capital for early stage startup companies, not everyone agrees that they are a good investment vehicle for the issuer or the investor.

There is not now and likely will not be a public market for the Safes. Because the Safes have not been registered under the Safes Act or under the securities laws of any state or non-United States jurisdiction, the Safes have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be effected. Limitations on the transfer of the Safes may also adversely affect the availability or price that you might be able to obtain for the Safes in a private sale. The Company has exerted control over every transfer or sale of the Safes. Purchasers should be aware of the long-term nature of their investment in the Company. Each Purchaser in this Offering will be required to represent that it is purchasing the Safes for its own account, for investment purposes and not with a view to resale or distribution thereof.

The Safes will not be freely tradable until at least one year from the initial purchase date, but may never have a secondary market for resale. The Company may repurchase the Safes at 120% of fair market value upon a liquidation event or sale of the Company as provided in this Safe. Although the Safes may be tradeable under federal securities law, Company corporate documents and state securities regulations may prevent Purchaser from realizing any return on investment for an extended period of time. Each Purchaser should consult with his or her attorney.

***Safes may possibly never convert to equity.***

Since the trigger event for the Safe to convert into non-voting equity is the issuance of Preferred Stock, and there is no guarantee that will happen, the Safe holders may be unable to exercise their equity rights under the Safe.

***Neither the Offering nor the Safes have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.***

No governmental agency has reviewed or passed upon this Offering, the Company or any securities of the Company. The Company also has relied on exemptions from securities registration requirements under applicable state securities laws. Investors in the Company, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this offering on their own or in conjunction with their personal advisors.

***No guarantee of return on investment***

There is no assurance that a Purchaser will realize a return on its investment or that it will not lose its entire investment. For this reason, each Purchaser should read the Form C and all Exhibits carefully and should consult with its own attorney and business advisor prior to making any investment decision.

***A majority of the Company is owned by a small number of owners.***

The Company is currently owned by a few owners but only Mr. Taylor has voting control in the Company. Subject to any fiduciary duties owed to owners or investors under Delaware law, Mr. Taylor may be able to exercise significant influence matters requiring owner approval, including the election of directors, approval of significant Company transactions, and he will have unfettered control over the Company's management and policies. You may have interests and views that are different from Mr. Taylor's. For example, Mr. Taylor may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of the Company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for the Company. In addition, a single owner could use his voting influence to maintain the Company's existing management, delay or prevent changes in control of the Company, or support or reject other management and board proposals that are subject to owner approval.

***The Safes will be effectively subordinate to any of our debt that is secured.***

The Safes will be unsecured, unguaranteed obligations of the Company and will be effectively subordinated to any present or future secured debt obligations that we may incur in the future to the extent of the value of the assets securing that debt. The effect of this subordination is that if we are involved in a bankruptcy, liquidation, dissolution, reorganization or similar proceeding, or upon a default in payment on, or the acceleration of, any of our secured debt, if any, our assets that secure debt will be available to pay obligations on the Safes only after all debt, if any, has been paid in full from those assets. Holders of the securities will be subordinate to any debtholders. The remaining assets of the Company will be shared with the Safe holders ratably with the stockholders. We may not have sufficient assets remaining to pay amounts due on any or all of the Safes then outstanding.

We are not restricted from incurring additional debt or other liabilities. If we incur additional debt or liabilities, your Safe may be subordinate to the payment of principal or interest on such other future debt and our ability to pay our obligations on the Safes could be adversely affected. We expect that we will from time to time incur additional debt and other liabilities. In addition, we are not restricted from paying dividends or issuing or repurchasing our equity interests.

***The standard Y Combinator Safe instrument has been significantly modified.***

We have significantly modified the standard Y Combinator Safe to comport with Regulation Crowdfunding. In addition, we have made material changes to the Safe including, but not limited to, converting Safe holders to common stock instead of preferred stock, removing investor pro rata rights, acquiring a repurchase right in favor of us, creating a class of non-voting shares for all Class A Common Stockholders, and adding a class action waiver and arbitration clause. Please review the Safe in detail.

***The provisions of the Safes relating to a liquidation event or change of control transactions will not necessarily protect you.***

The provisions in the Safes will not necessarily afford you protection in the event of a transaction that may adversely affect you, including a reorganization, restructuring, merger or other similar transaction involving us. These transactions may not involve a "liquidation event" or "change of control" which

would to trigger these protective provisions. Except in certain circumstances, the Safes will not permit the holders of the Safes to require us to repay the obligations the Safes in the event of a takeover, recapitalization or similar transaction.

***You will not have a vote or influence on the management of the Company.***

All decisions with respect to the management of the Company will be made exclusively by the Board of Directors and Class B holders of the Company. You will not have the right or power to take part in the management of the company and will not be represented on the board of managers of the Company. Accordingly, no person should purchase a Safe unless he or she is willing to entrust all aspects of management to the Company. In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Purchaser is encouraged to carefully analyze the risks and merits of an investment in the Safes and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

***The Bylaws provide us with the Right of First Refusal***

Even if your Safes convert to Class A Common Stock, the Company will have the right of first refusal to purchase any stock if you later intend to sell it. Company may exercise this right freely and without restriction, provided that all stock is purchased in the exercise of its rights. In addition, the company

THE SECURITIES OFFERED INVOLVE A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF YOUR ENTIRE INVESTMENT. ANY PERSON CONSIDERING THE PURCHASE OF THESE SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS FORM C AND SHOULD CONSULT WITH HIS OR HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN THE SECURITIES. THE SECURITIES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT.

## OWNERSHIP AND CAPITAL STRUCTURE; RIGHTS OF THE SECURITIES

### Ownership

| | OUTSTANDING | OWNERSHIP | FULLY DILUTED | OWNERSHIP |
|---|---|---|---|---|
| Class A Common (non-voting)<br>3 certificates • 1,000,000,000 authorized | 48,500,000 | 97.000% | 48,500,000 | 69.286% |
| Brig Taylor<br>1 certificate | 26,000,000 | 52.000% | 26,000,000 | 37.143% |
| Chris Gordon<br>1 certificate | 10,000,000 | 20.000% | 10,000,000 | 14.286% |
| Michelle Taylor<br>1 certificate | 12,500,000 | 25.000% | 12,500,000 | 17.857% |
| Class B Common (voting)<br>1 certificate • 1,500,000 authorized | 1,500,000 | 3.000% | 1,500,000 | 2.143% |
| Brig Taylor<br>1 certificate | 1,500,000 | 3.000% | 1,500,000 | 2.143% |
| Options outstanding under SlideBelts Inc. 2016 Stock Incentive Plan<br>2 grants • 20,000,000 authorized | – | – | 800,000 | 1.143% |
| Navinesh Singh<br>1 grant | – | – | 400,000 | 0.571% |
| Rick Lilley<br>1 grant | – | – | 400,000 | 0.571% |
| Shares available under SlideBelts Inc. 2016 Stock Incentive Plan | — | — | 19,200,000 | 27.429% |
| | 50,000,000 | 100% | 70,000,000 | 100% |

**Classes of securities**

We have two classes of capital stock: Class A common stock and Class B common stock. Except as otherwise required by law, holders of our Class A common stock shall not be entitled to any vote on any matter that is submitted to a vote or for the consent of our stockholders. Holders of our Class B common stock are entitled to one vote per share.

As a result of the Class B common stock that Brig Taylor, our co-founder and Chief Executive Officer, holds as 100% voting shareholder, he will be able to exercise voting rights with respect to an aggregate of 1,500,000 shares of Class B common stock, which represents 100% of the voting power of our outstanding capital stock. As a result, Mr. Taylor has the ability to control the outcome of all matters submitted to our stockholders for approval, including the election, removal, and replacement of directors and any merger, consolidation, or sale of all or substantially all of our assets. If Mr. Taylor's employment with us is terminated, he will continue to have the ability to exercise the same.

This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support. Conversely, this concentrated control could allow our single voting stockholder to consummate a transaction that our other stockholders do not support. In addition, our founder and CEO may make long-term strategic investment decisions and take risks that may not be successful and may seriously harm our business.

Although other equity crowdfunding issuers have offered standard Safes and non-voting stock, to our knowledge, no one has offered a Safe that converts into non-voting shares of common stock. We cannot predict how this structure and the concentrated control will affect the public market for our Class A

common stock if and when the securities are made available for trade on a secondary market or through licensed broker/dealers as compared to the investment returns if the Class A common stock had voting rights. Nor can we predict whether this structure will result in adverse publicity or other adverse consequences.

Economic Rights

Except as otherwise expressly provided in our amended and restated certificate of incorporation or required by Delaware law, all shares of Class A common stock and Class B common stock will have the same rights and privileges and rank equally, share ratably, and be identical in all respects for all matters.

Conversion Rights

Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. On any transfer of shares of Class B common stock, whether or not for value, each such transferred share will automatically convert into one share of Class A common stock, except for certain transfers described in our amended and restated certificate of incorporation or bylaws, including transfers for tax and estate planning purposes, so long as the transferring holder continues to hold sole voting and dispositive power with respect to the shares transferred. If Mr. Taylor should pass away, his shares of Class B common stock (voting) may be transferred, by will or otherwise, to a successor in interest; accordingly, Mr. Taylor has the ability to transfer control of the Company to someone after his death.

Stock Plan

We have authorized and provided for a Stock Plan of up to 20,000,000 shares of Class A Common Stock. We may amend, modify or remove these stocks upon proper vote.

Permitted Transfers

Our founder and CEO Mr. Taylor may transfer his shares of Class B stock to a permitted transferee without such transferred shares converting into Class A common stock. In addition, our founder may transfer shares of Class B common stock to a qualified trustee without such transferred shares converting into Class A common stock.

**What it means to be a minority holder**

Holders of Class A Common Stock have no voting rights. The holders of the Class B Common Stock will control the Company. Class A Common Stock, will have limited ability, if at all, to influence our policies or any other corporate matter, including the election of directors, changes to our Company's governance documents, additional issuances of securities, Company repurchases of securities, a sale of the Company or of assets of the Company or transactions with related parties.

**Dilution**

Neither the Safes nor their underlying securities have anti-dilution rights.

**Transferability of securities**

For at least one year, the securities can only be resold:

- In an IPO;
- To the company;
- To an accredited investor; and
- To a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

## FINANCIAL STATEMENTS AND FINANCIAL CONDITION; MATERIAL INDEBTEDNESS

### Financial statements

Our financial statements for the period ending December 31, 2016 can be found in Exhibit B to the Form C of which this Offering Memorandum forms a part.

| | Most recent fiscal year-end: | Prior fiscal year-end: |
|---|---|---|
| **Total Assets:** | $1,986,121 | $1,197,438 |
| **Cash & Cash Equivalents:** | $621,396 | $95,059 |
| **Accounts Receivable:** | $126,413 | $114,961 |
| **Short-term Debt:** | $918,818 | $246,407 |
| **Long-term Debt:** | $517,823 | $609,708 |
| **Revenues/Sales:** | $6,227,791 | $2,569,177 |
| **Cost of Goods Sold:** | $2,338,992 | $1,366,087 |
| **Taxes Paid:** | $203,095 | $89,974 |
| **Net Income:** | **-$17,366** | **-$309,497** |

### Financial condition

***Results of operations***

Gross Revenue for the fiscal year 2016 was approximately $6.5 million, representing over 200% total annual growth, with a net income loss of $17 thousand. Gross Revenue for the fiscal year 2015 was $2.9 million, representing 50% total annual growth, with a net income loss of $300 thousand.

***Financial milestones***

The company is focused on investing for continued growth of the brand, and is generating net income losses as a result. Management currently forecasts 2017 and 2018 revenue of $10 million, $14 million, respectively, and believes the company will generate positive net income beginning in 2017.

***Liquidity and capital resources***

The company is currently generating operating losses and requires the continued infusion of new capital to continue business operations. If the company is successful in this offering, we will likely seek to continue to raise capital under crowdfunding offerings, equity or debt issuances, or any other method available to the company.

**Indebtedness**

Please refer to Note 5 of SlideBelts Financial Statements.

**Recent offerings of securities**

None.

**USE OF PROCEEDS**

The following table lists the use of proceeds of the Offering if the Minimum Amount and Maximum Amount are raised.

| | Minimum Offering Amount Sold | Maximum Offering Amount Sold |
|---|---|---|
| **Total Proceeds:** | **$150,000** | **$1,000,000** |
| **Less Offering Expenses:** | | |
| StartEngine Fees | $7,500 | $50,000 |
| Professional Fees | $7,500 | $7,500 |
| Escrow Fees | $1,050 | $1,400 |
| **Net Proceeds:** | **$133,950** | **$941,100** |
| Product Development | $25,000 | $25,000 |
| Working Capital | $75,000 | $150,000 |
| Patents/Trademarks | $10,000 | $20,000 |
| Marketing | $23,950 | $150,000 |
| Short-term Debt Reduction | - | $500,000 |
| New Staff | - | $96,100 |
| **Total Use of Net Proceeds:** | **$133,950** | **$941,100** |

We are seeking to raise $1,000,000 in this offering through Regulation Crowdfunding, with a minimum target raise of 150,000. We have agreed to pay Start Engine Capital LLC ("Start Engine"), which owns the intermediary funding portal StartEngine.com, a fee of 5.0% on all funds raised. The net proceeds of this offering, whether the minimum target amount or the maximum amount is reached, will be used for general working capital, IP protection, product development and marketing.

***Irregular Uses***

There is no intended irregular use of the crowdfunding proceeds in this offering.

**REGULATORY INFORMATION**

**Disqualification**

No disqualifying events have been recorded with respect to the Company or its officers or directors.

**Annual reports**

Commencing on July 01, 2017, the Company will make annual reports available on its portal.

**Compliance failure**

The Company has not previously failed to comply with the ongoing reporting requirements of Regulation CF.

## INVESTING PROCESS

See Exhibit E to the Offering Statement of which this Offering Memorandum forms a part.

### Updates

Information regarding the progress of the offering appears on the company's profile page on StartEngine.com.

**EXHIBIT B TO FORM C**

**FINANCIAL STATEMENTS AND REVIEW**

# Slidebelts, Inc.

**A Delaware Corporation**

Financial Statements (Unaudited) and Independent Accountant's Review Report

December 31, 2016 and 2015

# Slidebelts, Inc.

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To the Stockholders of
Slidebelts, Inc.
El Dorado Hills, California

## INDEPENDENT ACCOUNTANT'S REVIEW REPORT

We have reviewed the accompanying financial statements of Slidebelts, Inc. (the "Company"), which comprise the balance sheets as of December 31, 2016 and 2015, and the related statements of operations, changes in stockholders' equity (deficiency), and cash flows for the years then ended and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

### Accountant's Responsibility

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### Accountant's Conclusion

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

### Going Concern

As discussed in Note 3, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Artesian CPA LLC

**Artesian CPA, LLC**

Denver, Colorado
February 27, 2017

**Artesian CPA, LLC**
1624 Market Street, Suite 202 | Denver, CO 80202
p: 877.968.3330 f: 720.634.0905
info@ArtesianCPA.com | www.ArtesianCPA.com

**SLIDEBELTS, INC.**
**BALANCE SHEETS (UNAUDITED)**
**As of December 31, 2016 and 2015**

| | 2016 | 2015 |
|---|---|---|
| **ASSETS** | | |
| Current Assets: | | |
| Cash and cash equivalents | $ 621,396 | $ 95,059 |
| Accounts receivable | 126,413 | 114,961 |
| Prepaid expenses | 18,055 | 35,550 |
| Deposits | 113,836 | 5,591 |
| Inventory | 833,662 | 780,640 |
| Total Current Assets | 1,713,362 | 1,031,801 |
| Non-Current Assets: | | |
| Property and equipment, net | 192,948 | 109,630 |
| Loan fees, net | 15,457 | 17,876 |
| Intangible assets, net | 64,354 | 38,131 |
| Total Non-Current Assets | 272,759 | 165,637 |
| TOTAL ASSETS | $ 1,986,121 | $ 1,197,438 |

See Independent Accountant's Review Report and accompanying notes, which are an integral part of these financial statements.

**SLIDEBELTS, INC.**
**BALANCE SHEETS (UNAUDITED)**
**As of December 31, 2016 and 2015**

| | | |
|---|---|---|
| **LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)** | | |
| Liabilities: | | |
| Current Liabilities: | | |
| Accounts payable | $ 464,644 | $ 237,438 |
| Accrued expenses | 160,208 | 99,632 |
| Deferred revenues | 116,254 | 179,216 |
| Revenue financing arrangements | 240,136 | - |
| Line of credit | 4,604 | 7,529 |
| Leases payable - current | 1,439 | 1,439 |
| Loans payable - current | 678,682 | 246,407 |
| Total Current Liabilities | 1,665,967 | 771,661 |
| Long-Term Liabilities: | | |
| Lease payable - long term | 3,043 | 4,482 |
| Loans payable - long term | 517,823 | 609,708 |
| Total Long-Term Liabilities | 520,866 | 614,190 |
| Total Liabilities | 2,186,833 | 1,385,851 |
| Stockholders' Equity (Deficiency): | | |
| Class A Common Stock, $0.001 par, 1,000,000,000 shares authorized, 48,500,000 and 0 shares issued and outstanding, as of December 31, 2016 and 2015, respectively. | 48,500 | - |
| Class B Common Stock, $0.001 par, 50,000,000 shares authorized, 1,500,000 and 0 shares issued and outstanding, as of December 31, 2016 and 2015, respectively. | 1,500 | - |
| Common Stock (California corporation), no par, 0 and 100,000 shares authorized, 0 and 50,000 shares issued and outstanding, as of December 31, 2016 and 2015, respectively. | - | - |
| Additional paid-in capital | 5,067 | 50,000 |
| Accumulated deficit | (255,779) | (238,413) |
| Total Stockholders' Equity (Deficiency) | (200,712) | (188,413) |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY) | $ 1,986,121 | $ 1,197,438 |

See Independent Accountant's Review Report and accompanying notes, which are an integral part of these financial statements.

**SLIDEBELTS, INC.**
**STATEMENTS OF OPERATIONS (UNAUDITED)**
**For the years ended December 31, 2016 and 2015**

| | 2016 | 2015 |
|---|---|---|
| Net revenues | $ 6,227,791 | $ 2,569,177 |
| Costs of net revenues | (2,338,992) | (1,366,087) |
| Gross profit | 3,888,799 | 1,203,090 |
| Operating Expenses: | | |
| Sales & marketing | 2,159,850 | 491,450 |
| Compensation & benefits | 1,154,330 | 578,221 |
| General & administrative | 450,438 | 271,075 |
| Research & development | 15,626 | 81,533 |
| Total Operating Expenses | 3,780,244 | 1,422,279 |
| Income/(Loss) from operations | 108,555 | (219,189) |
| Other Income/(Expense): | | |
| Interest expense | (125,964) | (90,336) |
| Interest income | 43 | 28 |
| Total Other Income/(Expense) | (125,921) | (90,308) |
| Provision for income taxes | - | - |
| Net Loss | $ (17,366) | $ (309,497) |

See Independent Accountant's Review Report and accompanying notes, which are an integral part of these financial statements.

# SLIDBELTS, INC.
## STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIENCY) (UNAUDITED)
**For the years ended December 31, 2016 and 2015**

| | Common Stock | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Number of Shares - Common Stock (California Corporation) | Delaware Corporation | | | | Additional Paid-In Capital | Retained Earnings (Accumulated Deficit) | Total Stockholders' Equity (Deficiency) |
| | | Class A Common Stock | | Class B Common Stock | | | | |
| | | Shares | Amount | Shares | Amount | | | |
| Balance at January 1, 2015 | 50,000 | - | $ - | - | $ - | $ 39,625 | $ 71,084 | $ 110,709 |
| Contribution of patents | - | - | - | - | - | 10,375 | - | 10,375 |
| Net loss | - | - | - | - | - | - | (309,497) | (309,497) |
| Balance at December 31, 2015 | 50,000 | - | $ - | - | $ - | $ 50,000 | $ (238,413) | $ (188,413) |
| Conversion to Delaware Corporation | (50,000) | 48,500,000 | $ 48,500 | 1,500,000 | $ 1,500 | $ (50,000) | $ - | $ - |
| Stock based compensation | - | - | - | - | - | 5,067 | - | 5,067 |
| Net loss | - | - | - | - | - | - | (17,366) | (17,366) |
| Balance at December 31, 2016 | - | 48,500,000 | $ 48,500 | 1,500,000 | $ 1,500 | $ 5,067 | $ (255,779) | $ (200,712) |

See Independent Accountant's Review Report and accompanying notes, which are an integral part of these financial statements.

# SLIDEBELTS, INC.
## STATEMENTS OF CASH FLOWS (UNAUDITED)
**For the years ended December 31, 2016 and 2015**

| | 2016 | 2015 |
|---|---|---|
| **Cash Flows From Operating Activities** | | |
| Net Loss | $ (17,366) | $ (309,497) |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Depreciation and amortization | 45,411 | 21,593 |
| Amortization of loan fees | 2,818 | 13,526 |
| Stock compensation expense | 5,067 | - |
| Contribution of patents | - | 10,375 |
| Changes in operating assets and liabilities: | | |
| (Increase)/Decrease in accounts receivable | (11,452) | (87,539) |
| (Increase)/Decrease in prepaid expenses | 17,495 | (35,550) |
| (Increase)/Decrease in deposits | (108,245) | 2,500 |
| (Increase)/Decrease in inventory | (53,022) | (240,925) |
| Increase/(Decrease) in accounts payable | 227,206 | (27,184) |
| Increase/(Decrease) in accrued expenses | 60,576 | 48,721 |
| Increase/(Decrease) in deferred revenues | (62,962) | (16,345) |
| Net Cash Provided by (Used In) Operating Activities | 105,526 | (620,325) |
| **Cash Flows From Investing Activities** | | |
| Purchase of property and equipment | (126,517) | (53,256) |
| Cash paid for loan fees, trademarks, and patents | (28,833) | (55,347) |
| Net Cash Used In Investing Activities | (155,350) | (108,603) |
| **Cash Flows From Financing Activities** | | |
| Proceeds from issuance of loans payable | 1,773,173 | 1,724,888 |
| Principal payments on loans payable | (1,432,784) | (1,268,532) |
| Proceeds from issuance of revenue financing arrangements | 240,136 | - |
| Proceeds/(principal payments) on lease payable, net | (1,439) | 5,921 |
| Proceeds/(principal payments) on line of credit, net | (2,925) | (975) |
| Net Cash Provided By Financing Activities | 576,161 | 461,302 |
| Net Change In Cash | 526,337 | (267,626) |
| Cash at Beginning of Period | 95,059 | 362,685 |
| Cash at End of Period | $ 621,396 | $ 95,059 |
| **Supplemental Disclosure of Cash Flow Information** | | |
| Cash paid for interest | $ 125,964 | $ 90,336 |
| Cash paid for income taxes | $ - | $ - |

See Independent Accountant's Review Report and accompanying notes, which are an integral part of these financial statements.

## NOTE 1: NATURE OF OPERATIONS

Slidebelts, Inc. (the "Company"), is a corporation organized June 10, 2013 under the laws of California, subsequently converted to a Delaware corporation on April 29, 2016. The Company is a fashion and apparel company, offering adjustable ratchet belts.

## NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (GAAP).

The Company adopted the calendar year as its basis of reporting.

Use of Estimates

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

Cash Equivalents and Concentration of Cash Balance

The Company considers all highly liquid securities with an original maturity of less than three months to be cash equivalents. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits. As of December 31, 2016 and 2015, the Company's cash balances exceeded FDIC insured limits by $365,451 and $0, respectively.

Inventory

Inventory is stated at the lower of cost or market and accounted for using the weighted average cost method. The inventory balances as of December 31, 2016 and 2015 consist of products purchased for resale and any materials the Company purchased to modify the products. All inventory held is finished goods as of December 31, 2016 and 2015.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are carried at their estimated collectible amounts. Accounts receivable are periodically evaluated for collectability based on past credit history with clients and other factors. Provisions for losses on accounts receivable are determined on the basis of loss experience, known and inherent risk in the account balance, and current economic conditions. As of December 31, 2016 and 2015, the Company carried receivables of $126,413 and $114,961 and no allowances against such.

Property and Equipment

Property and equipment are recorded at cost when purchased. Depreciation is recorded for property and equipment using the straight-line method over the estimated useful lives of assets. The Company reviews the recoverability of all long-lived assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset might not be recoverable. The balances at December 31, 2016 and 2015 have estimated useful lives of 5 years. The Company's property and equipment consisted of the following as of December 31, 2016 and 2015:

| | 2016 | 2015 |
|---|---|---|
| Property and equipment, at cost | $ 263,863 | $ 137,345 |
| Accumulated depreciation | (70,915) | (27,715) |
| Property and equipment, net | $ 192,948 | $ 109,630 |
| | | |
| Depreciation expense | $ 43,200 | $ 20,752 |
| | | |
| Intangibles (Trademarks and patents) | $ 67,406 | $ 38,972 |
| Accumulated amortization | (3,052) | (841) |
| Intangibles, net | $ 64,354 | $ 38,131 |
| | | |
| Amortization expense | $ 2,211 | $ 841 |
| | | |
| Loan fees | $ 32,571 | $ 32,172 |
| Accumulated Amortization | (17,114) | (14,296) |
| Loan fees, net | $ 15,457 | $ 17,876 |
| | | |
| Interest expense | $ 2,818 | $ 13,526 |

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") guidance specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect market assumptions. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 primarily consists of financial instruments whose value is based on quoted market prices such as exchange-traded instruments and listed equities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (e.g., quoted prices of similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in markets that are not active).

Level 3 - Unobservable inputs for the asset or liability. Financial instruments are considered Level 3 when their fair values are determined using pricing models, discounted cash flows or similar techniques and at least one significant model assumption or input is unobservable.

The carrying amounts reported in the balance sheets approximate their fair value.

Revenue Recognition

The Company recognizes revenue when: (1) persuasive evidence exists of an arrangement with the customer reflecting the terms and conditions under which products or services will be provided; (2) delivery has occurred or services have been provided; (3) the fee is fixed or determinable; and (4) collection is reasonably assured. The Company typically collects revenue upon sale and recognizes the revenue when the item has shipped. Sales tax is collected on sales in California and these taxes are recorded as a liability until remittance. The Company includes credit card merchant account fees and Amazon fees as cost of goods sold in the statement of operations.

Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with ASC 718, *Compensation - Stock Compensation*. Under the fair value recognition provisions of ASC 718, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period, which is generally the option vesting period. The Company uses the Black-Scholes option pricing model to determine the fair value of stock options.

Income Taxes

The Company uses the liability method of accounting for income taxes as set forth in ASC 740, *Income Taxes*. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is unlikely that the deferred tax assets will be realized.

The Company assesses its income tax positions and records tax benefits for all years subject to examination based upon its evaluation of the facts, circumstances and information available at the reporting date. In accordance with ASC 740-10, for those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, our policy is to record the largest amount of tax benefit that is more likely than not to be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit will be recognized in the financial statements. The Company has determined that there are no material uncertain tax positions.

The Company converted from a subchapter S-Corporation to a C-Corporation for tax purposes effective on April 30, 2016. Accordingly, all earnings and losses prior to the conversion passed through to the ownership and were not taxable to the Company. Therefore, the Company does not receive the net operating loss carryforward credits for losses prior to the conversion date.

The Company accounts for income taxes with the recognition of estimated income taxes payable or refundable on income tax returns for the current period and for the estimated future tax effect attributable to temporary differences and carryforwards. Measurement of deferred income items is based on enacted tax laws including tax rates, with the measurement of deferred income tax assets being reduced by available tax benefits not expected to be realized in the immediate future. The Company had net operating loss carryforwards of $134,248 as of December 31, 2016. The Company pays Federal taxes at a rate of 34%, and has used this effective rate to derive net tax assets of $65,722 as of December 31, 2016 resulting from its net operating loss carryforwards and book to tax differences related to depreciation and amortization. Due to uncertainty as to the Company's ability to generate sufficient taxable income in the future to utilize the net operating loss carryforwards before they begin to expire in 2036, the Company has recorded a full valuation allowance to reduce the net deferred tax asset to zero.

The Company files U.S. federal and state income tax returns. All previous tax returns have been filed, while 2016 tax returns have not yet been filed. All tax periods since inception remain open to examination by the taxing jurisdictions to which the Company is subject.

## NOTE 3: GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company is a business that has not generated profits in recent years, has sustained net losses of $17,366 and $309,497 during the years ended December 31, 2016 and 2015, respectively, and has an accumulated deficit of $255,779 and $238,413 as of December 31, 2016 and 2015, respectively.

The Company's ability to continue as a going concern in the next twelve months following the date the financial statements were available to be issued is dependent upon its ability to produce revenues and/or obtain financing sufficient to meet current and future obligations and deploy such to produce profitable operating results. Management has evaluated these conditions and plans to generate revenues and raise capital as needed to satisfy its capital needs. No assurance can be given that the Company will be successful in these efforts.

These factors, among others, raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

## NOTE 4: DEFERRED REVENUE

In September 2014, the Company raised $195,560 from a Kickstarter campaign, which was recorded to deferred revenue. This balance was relieved as these orders were fulfilled, resulting in remaining deferred revenues of $35,000 and $179,216 as of December 31, 2016 and 2015, respectively. The Company accepted additional pre-orders during 2016, resulting in an additional $81,254 of deferred revenues as of December 31, 2016.

## NOTE 5: LOANS PAYABLE

Line of Credit

On November 15, 2013, the Company entered into a line of credit agreement with JP Morgan Chase Bank, NA, in the amount of $10,000 bearing interest of WSJ Prime plus 6.3%. Interest expense on this loan was $767 and $701 for the years ended December 31, 2016 and 2015, respectively. The unpaid principal balance was $4,604 and $7,529 as of December 31, 2016 and 2015, respectively.

Loans Payable

On July 17, 2014, the Company entered into a 6-month term loan agreement with Amazon Capital Services, Inc. in the amount of $46,000, bearing interest of 12.9%. Interest expense for this loan totaling $85 was recorded for the year ended December 31, 2015. This loan was paid off on January 24, 2015 in the amount of $7,873.

On October 2, 2014, the Company entered into a 6-month term loan agreement with Amazon Capital Services, Inc. in the amount of $19,000, bearing interest of 11.9%. Interest expense for this loan totaling $317 was recorded for the year ended December 31, 2015. This loan was paid off on April 4, 2015 in the amount of $3,248.

On November 7, 2014, the Company entered into a 6-month term loan agreement with Amazon Capital Services, Inc. in the amount of $104,000 bearing interest of 6.9%. Interest expense for this loan totaling $1,404 was recorded for the year ended December 31, 2015. This loan was paid off on April 24, 2015 in the amount of $17,583.

On December 14, 2014, the Company entered into a 6-month term loan agreement with Amazon Capital Services, Inc. in the amount of $33,000, bearing interest of 6.9%. Interest expense for this loan totaling $571 was recorded for the year ended December 31, 2015. This loan was paid off on April 24, 2015 in the amount of $11,126.

On November 3, 2014, the Company entered into a 6-month loan agreement with Celtic Bank, in the amount of $81,300, bearing interest at 29.11%. Interest expense for this loan totaling $7,317 was recorded for the year ended December 31, 2015. This loan was paid off on May 3, 2015 in the amount of $13,550.

On December 16, 2014, the Company entered into a 6-month loan agreement with Celtic Bank, in the amount of $9,500, bearing interest at 29.11%. Interest expense for this loan totaling $1,140 was recorded for the year ended December 31, 2015. This loan was paid off on May 3, 2015 in the amount of $3,167.

On August 12, 2014, the Company entered into a 36-month loan agreement with Funding Circle Partners, L.P in the amount of $200,000, bearing interest of 14.9%. This loan was refinanced with Funding Circle Partners, L.P and was paid off on April 21, 2015 resulting in a new loan agreement in the amount of $500,000, bearing interest of 18.49%. Interest expense for the loans totaled $40,610 for the year ended December 31, 2015. This loan was paid off on August 4, 2015 in the amount of $468,026 in the loan disbursement from First US Credit Union.

On July 21, 2015, the Company entered into a 36-month term loan agreement with Crest Capital in the amount of $11,558, bearing interest at 15.25%, with a required monthly principal and interest payment of $390. Interest expense on this loan was $1,284 and $680 for the years ended December 31, 2016 and 2015, respectively. The unpaid principal balance was $6,539 and $9,521 as of December 31, 2016 and 2015, respectively.

On August 4, 2015, the Company entered into a 7-year term loan agreement with First US Credit Union in the amount of $700,000, bearing interest at 6%, with a required monthly principal and interest payment of $10,350. Interest expense on this loan was $35,745 and $18,088 for the years ended December 31, 2016 and 2015, respectively. The unpaid principal balance was $595,758 and $673,963 as of December 31, 2016 and 2015, respectively.

On October 27, 2015, the Company entered into a 6-month term loan agreement with Amazon Capital Services, Inc. in the amount of $240,000, bearing interest at 6.9%, with a required monthly principal and interest payment of $41,400. Interest expense on this loan was $4,373 for the year ended December 31, 2015. The unpaid principal balance was $161,573 as of December 31, 2015. The loan was paid off on April 12, 2016 in the amount of $40,993.

On October 27, 2015, the Company entered into a 33-month term loan agreement with Crest Capital in the amount of $12,627, bearing interest at 14.38%, with a required monthly principal and interest payment of $460. Interest expense on this loan was $1,394 and $288 for the years ended December 31, 2016 and 2015, respectively. The unpaid principal balance was $7,412 and $11,058 as of December 31, 2016 and 2015, respectively.

On March 1, 2016, the Company entered into a 36-month loan agreement with US Bank in the amount of $18,412, bearing interest at 6.85%, with a required monthly principal and interest payment of $567. Interest expense on this loan was $850 for the year ended December 31, 2016. The unpaid principal balance was $14,156 as of December 31, 2016.

On May 31, 2016, the Company entered into a 12-month year term loan agreement with Celtic Bank in the amount of $100,000, bearing interest at 12%, with a required monthly principal and interest payment of $9,333. Interest expense on this loan was $6,000 for the year ended December 31, 2016. The unpaid principal balance was $50,000 as of December 31, 2016.

On October 21, 2016, the Company entered into a 6-month term loan agreement with Celtic Bank in the amount of $32,400, bearing varying monthly interest rates of 1-5%, with varying required monthly principal and interest payments of $5,724-$7,020. Interest expense on this loan was $1,620 for the year ended December 31, 2016. The unpaid principal balance was $27,000 as of December 31, 2016.

On October 28, 2016, the Company entered into a 7-month term loan agreement with Merchant Capital Source in the amount of $200,000, bearing interest at 51.4%, with a required daily principal and interest payment of $1,238. Interest expense on the loan was $12,000 for the year ended December 31, 2016. The unpaid principal balance was $160,000 as of December 31, 2016.

On November 2, 2016, the Company entered into a 260-day term loan agreement with Direct Capital in the amount of $75,000, bearing interest at 24.9%, with a required daily principal and interest payment of $326. Interest expense on the loan was $2,355 for the year ended December 31, 2016. The unpaid principal balance was $64,640 as of December 31, 2016.

On December 4, 2016, the Company entered into a 12-month term loan agreement with Amazon Capital Services, Inc. in the amount of $271,000, bearing interest at 12.9%, with a required monthly principal and interest payment of $24,192. This was one of a series of loan agreements with Amazon Capital Services, Inc. opened and repaid during 2016. Total interest expense on loans with Amazon Capital Services, Inc. was $20,764 for the year ended December 31, 2016. The unpaid principal balance was $271,000 as of December 31, 2016.

Revenue Financing Arrangements

The Company accounts for sales of future revenues in accordance with ASC 470-10-25, *Sales of Future Revenues.*

On November 4, 2016, the Company entered into a short-term loan agreement with PayPal Working Capital in the amount of $97,000. The Company is to remit 15% of PayPal sales to PayPal until $102,029 is paid back. The unpaid principal balance was $59,120 as of December 31, 2016. The Company had entered into several agreements with PayPal during 2016, total interest expense on all arrangements totaled $22,449 for the year ended December 31, 2016.

On December 16, 2016, the Company entered into a short-term loan agreement with Shopify Capital, Inc. in the amount of $200,000. The Company is to remit 15% of Shopify sales to Shopify until $226,000 is paid back. The unpaid principal balance was $181,016 as of December 31, 2016. The Company had entered into several agreements with Shopify during 2016, total interest expense on all arrangements totaled $7,051 for the year ended December 31, 2016.

Future Minimum Debt Payments

Future minimum debt payments under the Company's outstanding loans are as follows as of December 31, 2016:

| | |
|---|---|
| 2017 | $ 923,422 |
| 2018 | 108,259 |
| 2019 | 104,200 |
| 2020 | 108,841 |
| 2021 | 115,554 |
| Thereafter | 80,969 |
| Total | $1,441,245 |

## NOTE 6: STOCKHOLDERS' EQUITY

At inception, the Company authorized 100,000 shares of common stock with no par value. In April 2016, in conjunction with the conversion to a Delaware corporation, the Company authorized 1,000,000,000 shares of $0.001 par Class A Common Stock and 50,000,000 shares of $0.001 par Class B Common Stock. Subsequent to December 31, 2016, the Company reduced the authorized Class B Common Stock to 1,500,000 shares.

As of December 31, 2015, 50,000 shares of common stock were issued and outstanding in the California corporation. In conjunction with the conversion to a Delaware corporation, the Company exchanged the 50,000 then outstanding shares of common stock in the California corporation at a 1,000:1 rate into 48,500,000 shares of Class A Common Stock and 1,500,000 shares of Class B Common Stock. All shares are held with the founders.

The rights, preferences, powers, privileges, and the restrictions, qualifications, and limitations of the Class A Common Stock are identical to those of the Class B Common Stock other than in respect to voting and conversion rights, where Class B Common Stock holders have exclusive voting rights, rights to voluntary convert at a 1:1 rate into Class A Common Stock, and are subject to mandatory conversion into Class A Common Stock upon a permitted transfer of Class B Common Stock (as defined in the Articles of Incorporation).

In June 2015, the Company's founder contributed patents recorded at $10,375 to the Company.

## NOTE 7: SHARE-BASED PAYMENTS

Stock Plan

The Company has adopted the 2016 Stock Incentive Plan, as amended and restated (the "Plan"), which provides for the grant of shares of stock options to employees and service providers. Under the Plan, the number of shares reserved for grant was 20,000,000 shares as of December 31, 2016. The option exercise price generally may not be less than the underlying stock's fair market value at the date of the grant and generally have a term of ten years. Stock options comprise all of the awards granted since the Plan's inception. Shares available for grant under the Plan amounted to 19,200,000 as of December 31, 2016.

The Company measures employee stock-based awards at grant-date fair value and recognizes employee compensation expense on a straight-line basis over the vesting period of the award. Determining the appropriate fair value of stock-based awards requires the input of subjective assumptions, including the fair value of the Company's common stock, and for stock options, the expected life of the option, and expected stock price volatility. The Company used the Black-Scholes option pricing model to value its stock option awards. The assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment. As a result, if factors change and management uses different assumptions, stock-based compensation expense could be materially different for future awards.

The expected life of stock options was estimated using the "simplified method," which is the midpoint between the vesting start date and the end of the contractual term, as the Company has limited historical information to develop reasonable expectations about future exercise patterns and employment duration for its stock options grants. The simplified method is based on the average of the vesting tranches and the contractual life of each grant. For stock price volatility, the Company uses comparable public companies as a basis for its expected volatility to calculate the fair value of options grants. The risk-free interest rate is based on U.S. Treasury notes with a term approximating the expected life of the option. The estimation of the number of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from the Company's current estimates, such amounts are recognized as an adjustment in the period in which estimates are revised. The assumptions utilized for option grants during the year ended December 31, 2016 is as follows:

| | 2016 |
|---|---|
| Risk Free Interest Rate | 1.32% |
| Dividend Yield | 0.00% |
| Estimated Volatility | 60.00% |
| Expected Life (years) | 5.00 |
| Fair Value per Stock Option | $ 0.019 |

For options issued to date, a vesting schedule of two years has been used. A summary of information related to stock options for the year ended December 31, 2016 is as follows:

| | December 31, 2016 | |
|---|---|---|
| | Options | Weighted Average Exercise Price |
| Outstanding - beginning of year | - | $ - |
| Granted | 800,000 | $ 0.015 |
| Exercised | - | $ - |
| Forfeited | - | $ - |
| Outstanding - end of year | 800,000 | $ 0.015 |
| Exercisable at end of year | 516,666 | $ 0.015 |
| Weighted average grant date fair value of options granted during year | $ 0.019 | |
| Weighted average duration to expiration of outstanding options at year-end | 9.3 | |

Stock-based compensation expense of $5,067 was recognized under FASB ASC 718 for the year ended December 31, 2016. Total unrecognized compensation cost related to stock option awards amounted to $10,133 for the year December 31, 2016 and will be recognized over a weighted average period of 16 months.

## NOTE 8: LEASE OBLIGATIONS

Effective August 6, 2014, the Company entered into a lease agreement for office space. The lease term commenced October 1, 2014 and was scheduled to expire after 38 months, on November 30, 2017. On October 11, 2016 an amendment was made to the Company's office lease. The lease term commenced on November 1, 2016 and expires on October 31, 2018. Monthly lease obligations under the lease range from $6,389 to $6,700 per month. Rent expense for the years ended December 31, 2016 and 2015 totaled $56,585 and $41,958, respectively.

The following are the minimum future lease obligations on the Company's lease agreement:

| December 31, | Lease Obligations |
|---|---|
| 2017 | $ 78,292 |
| 2018 | $ 67,004 |

## NOTE 9: CONTINGENCIES

The Company may be subject to pending legal proceedings and regulatory actions in the ordinary course of business. The results of such proceedings cannot be predicted with certainty, but the Company does not anticipate that the final outcome, if any, arising out of any such matter will have a material adverse effect on its business, financial condition or results of operations.

## NOTE 10: RECENT ACCOUNTING PRONOUNCEMENTS

In July 2014, the FASB issued the ASU No. 2015-11 on "Inventory (Topic 330): Simplifying the Measurement of Inventory", which proposed that inventory should be measured at the lower of cost and the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. These amendments are based on existing guidance that requires measuring inventory at the lower of cost or market to consider the replacement cost of inventory less an approximately normal profit margin along with net value in determining the market value. It is effective for reporting periods beginning after December 15, 2016. Management is assessing the impact of this pronouncement on our financial statements.

Management does not believe that any recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

## NOTE 11: SUBSEQUENT EVENTS

Revenue Financing Arrangements

On January 18, 2017, the Company entered into a short-term loan agreement with PayPal Working Capital in the amount of $97,000. The Company is to remit 15% of PayPal sales to PayPal until $100,927 is paid back.

Amendment and Restated Articles of Incorporation

On January 27, 2017, the Company amended and restated the Certificate of Incorporation, to reduce the number of authorized shares of Class B Common Stock from 50,000,000 to 1,500,000.

Amazon Capital Services, Inc. Loan

On January 28, 2017, the Company renewed a 1-year term loan agreement with Amazon Capital Services, Inc. in the amount of $277,000, bearing interest at 12.9%, with a required monthly principal and interest payment of $24,728.

SBA Loan

The Company is in the process of negotiating a loan agreement for use in consolidating debt, to provide working capital for purchasing inventory, and to fund operating expenses. The proposed loan is a $1,500,000 7-year term loan with an expected interest rate of 7%.

Management's Evaluation

Management has evaluated subsequent events through February 27, 2017, the date the financial statements were available to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in these financial statements.

**EXHIBIT C TO FORM C**

**INFORMATION ABOUT THE COMPANY'S BUSINESS FROM STARTENGINE WEBSITE (SCREENSHOTS)**

# Building a Better Belt

**The Problem with Wearables**

Technology is shrinking, fast is apparently, but for physical products it's still a big problem. Wearables, for example, require an expensive and time-consuming process to create **and will increasingly be integrated into clothing**. The physical product is only part of the story. Wearables also require:

1. **Complexity** in product design
2. **Scalability** in manufacturing
3. Multi-Time-Dimensional U.I.

**EVAN MERCHANT: To Empower People with Simple, Subtle, Digital Enhancements**

At Slideshelf, we decided to start with the basics and see if we could make a better belt. Our first product is a simple belt with a hidden slot for credit cards. Digital design has changed the world, let's get physical (business) let's see if we can make the traditional leather belt better, faster and cheaper.

So with any great idea or invention, **product development always begins with a problem**. Our problem was that we, as a combination of data service service industries, in our sales, marketing, and product development, are constantly tripping up on hardware and back end systems for data storage. With each refinement, our sales continued to surge.

Click to Play

## Turning Brand Ambassadors into Future Owners

So why is the world of wearables so complex and so hard to develop? Well, it's a little like the story of the tortoise and the hare. The tortoise **focuses on a single product and on incremental improvements**, slowly and steadily moving the ball forward. The hare, on the other hand, **chases the big growth** — while never forgetting the fundamentals. Innovation is the only way for a company to not only survive, but **THRIVE**.

What better way to show this, than to utilize the **LEGO Mind**, which the United States was recently banned from using. The European Union Banned the Russian Bear (LEGO) for whatever, for the first time, everyday consumers to build in earnest. Having the ability to prototype, design, and build, with the world's most famous and universally loved toy, **empowers the consumer to participate in the process**. Our goal is to make this process fun, simple, hopefully and ultimately, **we want to see our products in the palm of your hand**.

Click to Play

## Take Part in our Success and Join our Belt Crusade

I love this company and I love what it's creating. And Belt is the CEO. I place my employee at priority number one, above my customers and my investors. I know that sounds crazy, but it's true. I want my employees to be happy, have their needs met, their families happy, and sleep the sleep of a happy employee. I want my employees to be able to do their jobs, with no distractions, no worries, no complaints, never forgetting to focus on the fundamentals, and at the same time **chasing twenty new unrelated tasks**.

This offering is a share of free from all of us at the Belt family. We want to share our success with our customers, our vendors, our investors some of the rewards of our success. Our compensation for our service to date is **zero. I invite you to join our crusade and share a piece of the rocket ship ride to Belt.**

Click to Play

Sincerely,

Brig Taylor
Founder and CEO

## THE OPPORTUNITY

**INVESTMENT**
**$500,000 Convertible Note**
**$4M Cap on Conversion for 20% Discount**
**Minimum $250 Investment**
Funds will be used to grow the company and fail-safe more quickly than anticipated.

**What is a SAFE?**
A **SAFE** is a contract that stands for **"Simple Agreement for Future Equity"** and offers you the right to future shares of the company when it raises a priced round of investment. Slideshelf has chosen to use SAFE instead of convertible note because Slideshelf issues preferred stock to institutional investors. We have modified the standard SAFE to be Convertible **SAFE** to compact with Regulation Crowdfunding.

Click to Play

## THE BUZZ ABOUT SLIDEBELTS

"The super tough Slideshelf belt makes a handy stud finder in its buckle and a great gift for the guy who has everything."
—Jim Stanton, Popular Mechanics

"I love just about anything that gives people the chance and a well-created, well-designed upgrade."
—Jessica Hawley, Huffington Post

Click to Play

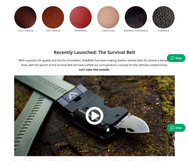
### Praise for Our Products

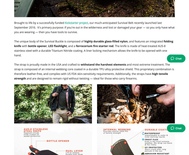
## OUR FAST GROWTH

The Proof is in the Numbers

As a result of our rapid growth, in 2018 we earned $5.5 M the $4,000,000 Line of Revenue Crossed Growing Private Company Threshold. Our Revenue Growth Rate Qualifies us for the Inc. 5000 Fastest Growing Private Companies List. Our Revenue Growth Rate Qualifies us for the Deloitte Fast 500 Fastest Growing Companies in North America. We are in a rare position to be a subscription monetization of hardware, allowing our customers as part of gross sales generously earned within cost of goods sales.

### Slideshelf Achievements




From the garage to our first office and beyond, our continual growth has made the transition from a production out of headquarters (plus we had fun knocking down walls).

Though Slideshelfs initially began as an online company, you can now purchase our products at many brick and mortar stores throughout the country and greenlogo. See the full list here.

## OUR PRODUCTS

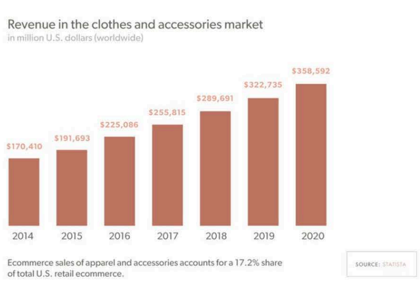
The Belt That Started It All

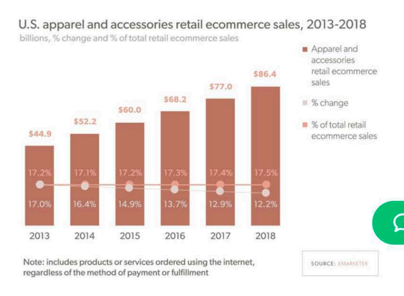
In 2006, Brig received a generous gift from one of his students while teaching abroad in Moldova: **a cracked belt**. Instead of throwing away the broken belt, Brig decided to take it apart. Brig found that the belt was made of two layers of leather with a hollow space between the layers. Brig realized that he could hide **credit/debit chips** under the belt in the hollow space. Fascinated with the utility of the belt, Brig brought the idea back to his students in Moldova. Brig's students were so excited about the idea that they wanted to start a company together. Together, they created the first Slideshelf belt, and a Slideshelf's patent would not be granted until years later when the improved and redesigned the buckle into a stud finder tool.

Click to Play

### Anatomy of a Slidebelt

WHERE ARE THE HOLES?
"Normal belt" is actually a little bit of a misnomer with all Slideshelfs. Around the world, it may also be referred to as a "custom belt" or "tailor belt" — it's a belt that is made using holes, notched belts are an array of belt sizes that underlie all the belt strap. A set in the buckle engage with the holes and allow for a "custom" fit.
HOW DOES IT ADJUST?
From top to bottom, the Slideshelf mechanism allows the user to slide the belt up and down. Unlike a shell button for this, but a Slideshelfs's brand retailer belt uses a mechanism that allows for a smooth and quiet adjustment.
WHY ARE YOU HERE?
Since there are lots of customers under their traditional belts, you need that yourself a Slideshelf Hybrid. Our belts are made of the same material as our belts, but with a special adjustment. The leather is wrap in a better protectant, since all the wrinkle stress is not directly on one side of the belt. Our belts are made of the same material as our belts, but are interchangeable for custom sizing. This means individuals with respected fine-tristan skills, our belts are rarely tailed to capture their traditional belts.
Coating
Leather Strap
Hollow Space
Notch Belt
Hollow Space
Hollow Space
Hollow Space



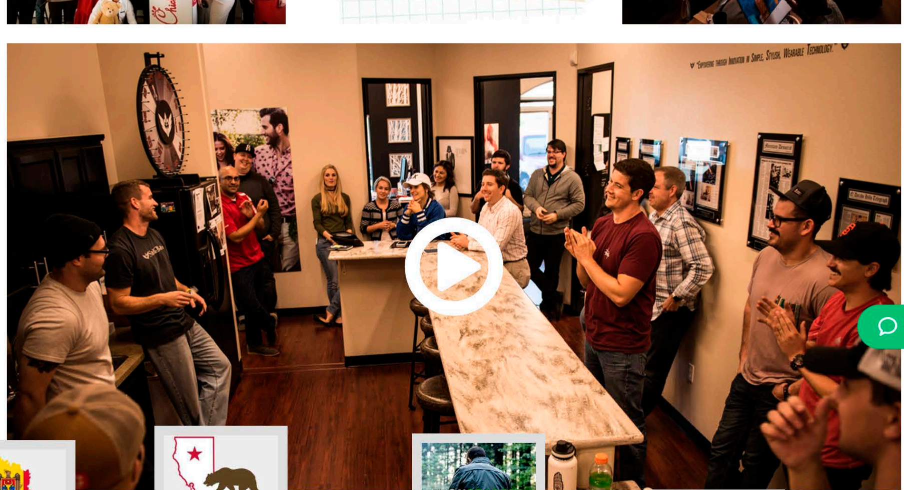

# SLIDEBELTS GIVES BACK

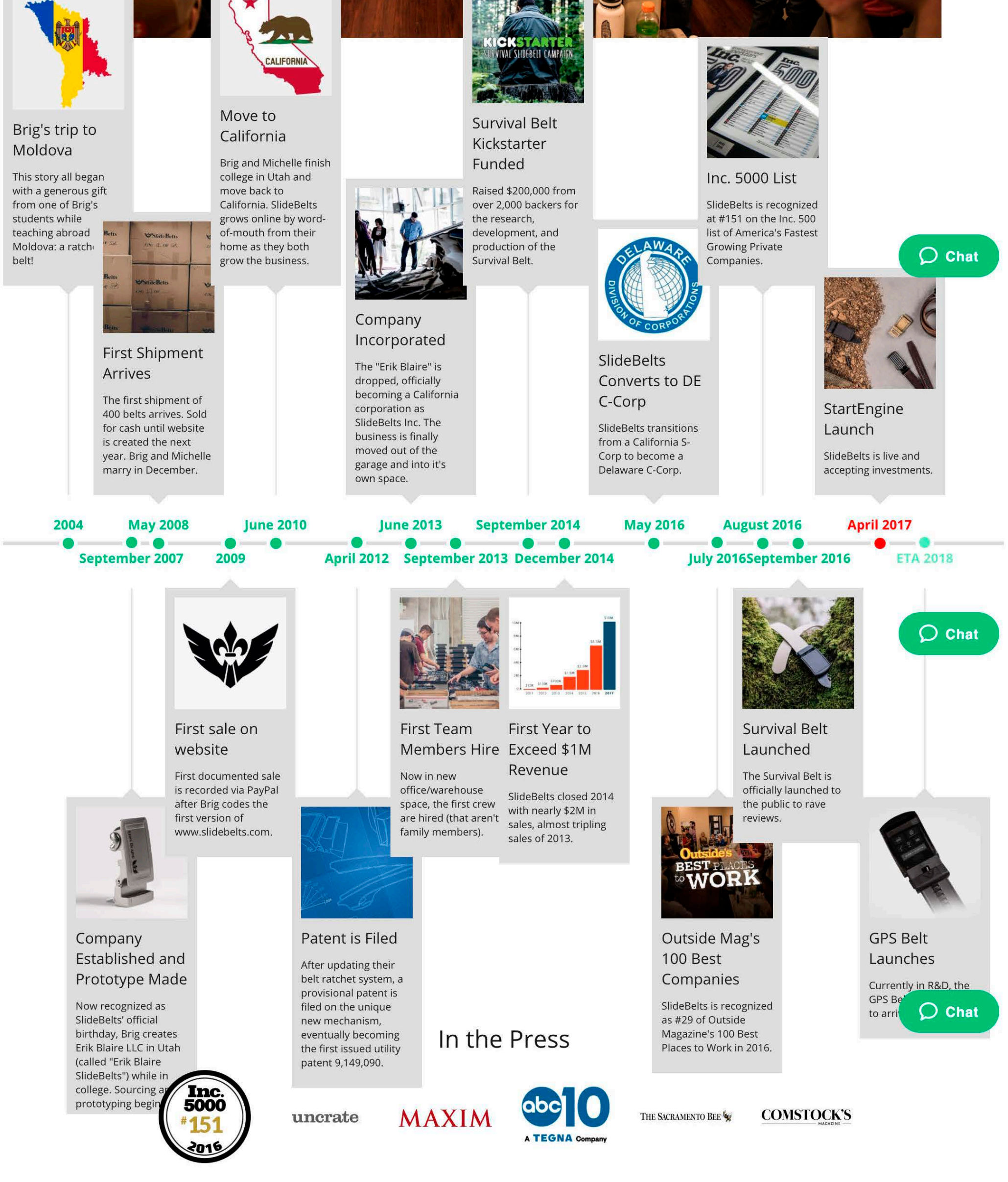
**To date, we have donated over $50,000 in cash, products, or by volunteering as a company during our work hours to the following organizations.**

# TEAMWORK MAKES THE DREAM WORK

The strength of SlideBelts is not in our innovative products — the true strength of this company is the TEAM of people who make it happen. In the same way that a sports team loses games when they don't work together, a business team that doesn't work together will produce terrible products.

SlideBelts focuses on what matters most: ***the people***. Everything else falls into place.

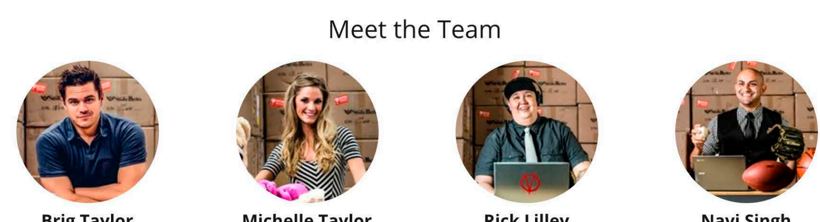





## In the Press

SHOW MORE

## Meet the Team

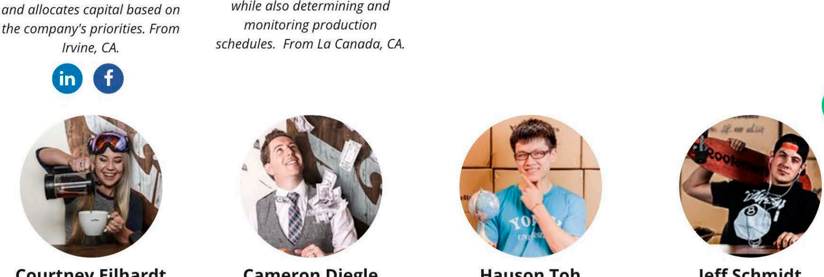


**Brig Taylor**
Founder & CEO
*Brig came up with the idea for SlideBelts in 2004 while teaching abroad in Moldova, when he was given the gift of a ratchet belt.The utility of the belt was apparent, and with that inspiration, he designed the first prototype. By 2007, Brig started SlideBelts; the next year he was already selling belts to friends and family. Fast forward 10 years and SlideBelts has blossomed from a husband-wife duo to an energetic team of 26. As CEO, Brig is responsible for the vision, strategy, and direction of the company. In addition, he leads the Senior Executive Team, sets company culture standards, and allocates capital based on the company's priorities. From Irvine, CA.*

**Michelle Taylor**
President & Creative Director
*Michelle originally began in the Operations of SlideBelts in 2009; simply shipping orders and fulfilling guest service requests. Together with Brig, they covered all aspects of their growing company until it could be delegated to new team members. Michelle now has years of experience in almost every area of the business from accounting to logistics. Now, as President and Creative Director, Michelle primarily defends the SlideBelts brand image in all forms of outward-facing material, and is responsible for overseeing the direction of the Creative Team while also determining and monitoring production schedules. From La Canada, CA.*

**Rick Lilley**
Chief Operations Officer
*Rick leads and maintains control of SlideBelts' diverse business operations, cultivating an effective and efficient team. Rick develops and oversees implementation of systems/strategies throughout the company and establishes and sustains performance measures, following up with each Department Lead, ensuring they are thriving within their position expectations. Additionally, Rick coaches, develops, and motivates teams as a key part of the senior leadership team. Started January 2014. From Sacramento, CA.*

**Navi Singh**
Chief Financial Officer
*Navi assists in formulating the company's future direction, developing financial and tax strategies, managing the capital request and budgeting process and developing performance measures that support the company's strategic direction. Additionally, Navi participates in key decisions as a member of the executive management team and reports financial results to SlideBelts' Board of Directors. Started January 2014. From Sacramento, CA.*

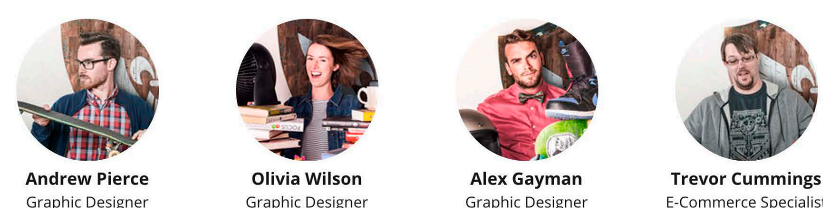


**Courtney Eilhardt**
Human Resource Manager
*Courtney works closely with the Executive Team to ensure the recruitment, hiring and retention of employees. Additionally, Courtney oversees all benefit programs, compensation and employee relations. Started April 2016. From Sacramento, CA.*

**Cameron Diegle**
Financial Controller
*Cameron is responsible for the accounting operations of the company, creation of monthly financial reports, maintenance of an adequate system of accounting records, and a comprehensive set of controls and budgets designed to mitigate risk, enhance the accuracy of the company's reported financial results, and ensure the reported results are compliant with financial reporting standards. Started August 2016. From Sacramento, CA.*

**Hauson Toh**
Product Manager
*Hauson coordinates factory shipments for timely arrivals, maintains stock of product to ensure accurate inventory, and research and development of new products or improvement of existing products. Started February 2015. From El Dorado Hills, by way of Hong Kong.*

**Jeff Schmidt**
Assistant Sales Manager
*Jeff builds and maintains vendor relationships and coordinates transactions between retailers and other SlideBelts departments. Started September 2015. From Dixon, CA.*

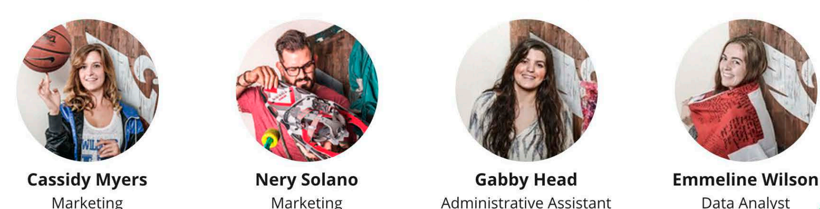


**Andrew Pierce**
Graphic Designer
*Andrew focuses on creative, branding and graphic design for all internal and outward facing materials. The Creative Team is the Defender of the Brand, creating and maintaining the brand aesthetic and ensuring that SlideBelts stays true in its representation. Started January 2016. From Roanoke, VA.*

**Olivia Wilson**
Graphic Designer
*Olivia focuses on creative, branding and graphic design for all internal and outward facing materials. The Creative Team is the Defender of the Brand, creating and maintaining the brand aesthetic and ensuring that SlideBelts stays true in its representation. Started August 2016. From El Dorado Hills, CA.*

**Alex Gayman**
Graphic Designer
*Alex focuses on creative, branding and graphic design for all internal and outward facing materials with an emphasis on shooting and editing video and photo content. The Creative Team is the Defender of the Brand, creating and maintaining the brand aesthetic and ensuring that SlideBelts stays true in its representation. Started August 2016. From Chambersburg, PA.*

**Trevor Cummings**
E-Commerce Specialist
*Trevor is responsible for updating and maintaining all aspects of our multi-channel commerce guest experience, especially as it pertains to accuracy, usability, functionality and optimization. Trevor also provides extensive in-house I.T. support for the SlideBelts team. Started March 2016. From Sonoma, CA.*



**Cassidy Myers**
Marketing Communications Manager
*Cassidy leads, directs and grows the voice of the company on SlideBelts' various social media channels, in brand marketing initiatives and through all outward-facing communications. Started December 2015. From Gold River, CA.*

**Nery Solano**
Marketing Communications Specialist
*Nery manages and grows the voice of the company on SlideBelts' various social media channels, in brand marketing initiatives and through all outward-facing communications. Started September 2016. From Guatemala City, Guatemala.*

**Gabby Head**
Administrative Assistant
*Gabby's primary focus is to make each workday efficient and organized for the Executive Team by managing appointments and schedules, coordinating travel arrangements, taking notes in meetings and performing daily logistical tasks. Gabby also assists with company-wide events and oversees the organization of the company's project management platform. Started April 2016. From Pollock Pines, CA.*

**Emmeline Wilson**
Data Analyst
*Having started at SlideBelts headquarters in an Administrative Assistant role for six months, Emmeline currently lives abroad in Nuremberg, Germany, and handles many of our special projects remotely. She crunches the numbers; turning data into information and insight for many of our departments. Emmeline also monitors performance and efficiency - identifying trends, advising, and helping coordinate special projects across the company. Started February 2016. From El Dorado Hills, CA.*

**Matt Edwards**
Logistics Manager
*Matt heads up our logistics team, coordinating the storage, transportation and delivery of all of our products. Matt also oversees and creatively implements strategies to ensured stock levels are maintained and product is moved efficiently. Finally, Matt manages and maintains the SlideBelts warehouse, ensuring cleanliness, order and organization of products and the facility as a whole. Started February 2014. From Cottonwood, CA.*

**Josh Montenegro-Sanchez**
Operations Manager
*Josh creates and implements systems to cultivate excellent customer service and to promote this idea throughout the organization. Josh's primary goal is to keep his team running in an efficient and profitable manner, as well as ensuring guest satisfaction, loyalty and retention by exceeding all guest expectations. Started September 2016. From San Salvador, Salvador.*

**Kevin Fong**
Product & Guest Service Specialist
*Kevin is responsible for creating a positive interaction with our guests through email, phone, and social media. He also prepares and ships out products to our customers and distributors all over the world. Kevin's primary focus is on logistics - coordinating the storage, transportation and delivery of goods. Started January 2016. From Placerville, CA.*

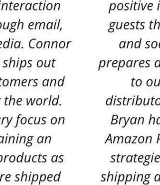
**Brenda Rangel**
Product & Guest Service Specialist
*Brenda is responsible for creating a positive interaction with our guests through email, phone, and social media. She also prepares and ships out products to our customers and distributors all over the world. Brenda is tasked with a special focus on guest service - creating and implementing a genuine and caring voice to present to all SlideBelts' guests. Started November 2016. From Los Angeles, CA.*

**Trevor Nielsen**
Product & Guest Service Specialist
*Trevor is responsible for creating a positive interaction with our guests through email, phone, and social media. He also prepares and ships out products to our customers and distributors all over the world. Trevor has a primary focus on general maintenance, in repairing and maintaining the facilities and operations of SlideBelts headquarters. Started February 2016. From Shingle Springs, CA.*

**Connor Friery**
Product & Guest Service Specialist
*Connor is responsible for creating a positive interaction with our guests through email, phone, and social media. Connor also prepares and ships out products to our customers and distributors all over the world. Connor has a primary focus on inventory - maintaining an accurate record of products as they come in and are shipped out from our SlideBelts headquarters. Started February 2016. From Folsom, CA.*

**Bryan Galyardt**
Product & Guest Service Specialist
*Bryan is responsible for creating positive interactions with our guests through email, phone, and social media. He also prepares and ships out products to our customers and distributors all over the world. Bryan has a special focus on Amazon Prime - implementing strategies to maintain timely shipping and response times on every order coming through Amazon Prime. Started September 2016. From Cameron Park, CA.*

**Taylor Scilufo**
Product & Guest Service Specialist
*Taylor is responsible for creating a positive interaction with our guests through email, phone, and social media. She also prepares and ships out products to our customers and distributors all over the world. Taylor has a focus on wholesale - assisting our sales team in coordination, quality checks, and distribution to our roster of wholesale accounts. Started February 2017. From New York, New York.*



**Meagan Torres**
Product & Guest Service Specialist
*Megan is responsible for creating a positive interaction with our guests through email, phone, and social media. She also prepares and ships out products to our customers and distributors all over the world. Started March 2017. From Sacramento, CA.*

## Offering Summary

**SAFE (Simple Agreement for Future Equity)**

$20M Valuation Cap | 20% Discount

| | |
|---|---|
| **Company** | SlideBelts Inc. |
| **Corporate Address** | 4818 Golden Foothill Pkwy #9, El Dorado Hills, CA 95762 |
| **Description of Business** | SlideBelts is a wearable tech company that designs, manufactures and sells innovative ratchet belts without holes. |
| **Type of Security Offered** | SAFE |
| **Purchase Price of Security Offered** | N/A |
| **Minimum Investment Amount (per investor)** | $250.00 |

**Your SAFE will convert to Class A Non-Voting Common Stock at a discounted price using either the Valuation Cap or Discount Rate, whichever results in more shares to you, the SAFE holder.**

The **SAFE** is intended to be an alternative to convertible notes, with no interest rate, maturity date or automatic conversion at a priced round. For the *protection of both the company and **SAFE** holders* we have also removed investor pro rata, acquired a repurchase right, and added a class action waiver and arbitration clause.

**Investment Limitations:** Investors are subject to the following limitations on the amount they may invest in this offering, as set forth below:

- Annual income AND net worth greater than $100,000:
  - 10% of the lesser of your annual income or net worth, subject to a maximum of $100,000;
- Annual income or net worth less than $100,000:
  - the greater of: $2,000 or 5 percent of the lesser of the investor's annual income or net worth.

Note: You may include the income of your spouse for purposes of determining your annual income. Your net worth must exclude the value of your primary residence, and if you have a mortgage on your residence that exceeds its worth, you must include that negative equity for purposes of determining your net worth.

**Offering Exemption**: This offering is being conducted by Start Engine Capital LLC ("Start Engine"), a leading investment crowdfunding platform, pursuant to Regulation CF, promulgated under Title III of the JOBS Act, and specifically Section 4(a)(6) of the Securities Act of 1933, as amended.

**When do you get to realize your investment?**

Good question! By joining us today and taking part in our journey, you are betting on our future. Although nothing is guaranteed, and we have no plans to sell out prematurely or liquidate any investments; any return on investment will likely be realized via an acquisition or IPO. However, the crowdfunding laws are evolving, and we are hopeful that in the not-too-distant future there will be an opportunity for our investors to [Chat] and buy their investments via a secondary trading platform, similar to how Regulation A+ currently works. Please keep in mind the law cur[Chat] requires us to lock in your investment for a period of one year, but we plan to hold onto these investments for longer.

## Irregular Use of Proceeds

There is no intended irregular use of the crowdfunding proceeds in this offering.

Offering Details

SHOW MORE

## Risks

A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment. In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document. The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature. These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

## Updates

Follow SlideBelts to get notified of future updates!

## Comments (0 total)

Add a public comment...

Post

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Regulation Crowdfunding offerings (JOBS Act Title III), which are offered to non-accredited and accredited investors alike. These offerings are made through StartEngine Capital, LLC.
Both types of offerings are open to the general public, however there are important differences and risks. You can learn more in our Learn section.

**Canadian Investors:** Investment opportunities posted and accessible through the site will be offered to Canadian resident investors in accordance with prospectus exemptions under Canadian securities laws, including, but not limited to, the "Accredited Investor" and "Offering Memorandum" exemptions under National Instrument 45-106 promulgated by the Canadian Securities Administrators.

Potential investors are strongly advised to consult their legal, tax and financial advisors before investing. The securities offered on this site are not offered in jurisdictions where public solicitation of offerings are permitted; it is solely your responsibility to comply with the laws and regulations of your country of residence.

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**EXHIBIT D TO FORM C**

**VIDEO TRANSCRIPT FOR SLIDEBELTS**

**Main Video:** https://vimeo.com/209472966

**ABC 10 Interview:** https://www.youtube.com/watch?v=4DVUqY7NQm8

TRANSCRIPT

Alright, you know sometimes it's about the small things? Imagine a belt without belt holes. Now imagine that simple idea has led to one of the fastest-growing companies on the country. ABC 10's Gabrielle Karol joins me now to explain the surprising success behind SlideBelts.

So SlideBelts is based in El Dorado Hills and the name of the product kind of gives you an idea of how it works. But before we get to that I had to ask co-founders Brig and Michelle Taylor why belt holes were such a problem? Here's what Brig had to say:

Ours, you can adjust it... there's like 30+ different adjustments on a SlideBelt as opposed to, you know, the 5 or 6 that you have on a regular belt. I mean that's not, you know, that's not a terrible catastrophe, but it's kind of, you know, I think most people agree it's the small things in life that we kind of appreciate.

Here's how the SlideBelt actually works. No surprise, you slide it to adjust it.
It uses ratcheting teeth on the back and what you do is you slide it through, it engages the ratcheting mechanism, and to release it you just push this lever here and it slides right on out. This original SlideBelt sells for about $45. The newest product, the Survival SlideBelt, sells for $180. Think Batman meets backpacker.

LED flashlight right here. Firestarter rod. And then we have an AUS-8 titanium-coated blade with bottle opener. I was never finished my Boy scouts, you know, I was a Boy Scout but I was like a Tenderfoot or whatever it was, and I always joked, you know, I don't have to really learn how to start a fire in the wilderness... I'll just create something.

They made the firestarter sound simple enough that even I could figure it out.
Gotta manhandle it. It'll take you a little bit. Oh, there you go! That worked pretty well! Wow, second time!

Brig Taylor may not know how to start a fire using sticks and stones, but he and his wife Michelle do know how to build a business from the ground up. The first SlideBelt was sold in 2008. Last year they sold $2.6 million dollars worth of belts. And this year they've already nearly doubled

sales.

All the success has been focused on empowering others, like as soon as I lose that...
...both internally and externally, both within our team and our guests as well. Yeah, giving people an opportunity to stand on their own.
Their success recently got them the 151st spot on the Inc 5000 List of fastest-growing companies in the U.S.

But when I asked Brig and Michelle what they were proudest of, it wasn't sales.
One thing that I've really been proud of is the team that we've built actually, the team that we have... they're gosh I'm going to get sentimental. Yeah we've got a solid team!

They couldn't announce which list just yet, but SlideBelts is set to be named one of the best companies to work for later this year, and it's all about that family feel. I think you could see that with the two of them together, and their employees just seem to love to be there. They only work 35 hour weeks and Brig and Michelle said it's something they would have wanted at other companies, so why not do it at their company?

That is fascinating, that survivor belt. I'm like doing some holiday shopping in my head right now, and I'm sure a lot of people are because that's amazing! Do they have other ideas, and are they going to expand their line?

They do, I don't want to give away their secrets but they are going to continue expanding, they love this idea of functional wearables, the simple things that you wear everyday that could serve a greater purpose and it really did feel like a batman-type belt. Listen to me though, like if I were ever in a situation where I had to start a fire, I would not be making it out alive.

**Sacramento Bee Interview:** https://vimeo.com/209430525/30f25f4955

TRANSCRIPT

**00:00** I'm Michelle Taylor, President and Creative Director of SlideBelts, and this is Brig Taylor CEO, and we're the co-founders of SlideBelts.
**00:10** And our main product is a belt without holes where there is a ratchet on the back of the strap and the buckle catches the notches.
**00:20** This one in particular is our newest product, it's called the Survival Belt and its packaged just like this. And Brig, why don't you talk about some of the features.
**00:33** Yeah sure, so each buckle has a fire starter on it and a light you see right here, and as well as a titanium coated knife. Yeah so the point of the product is in a situation you want to go out hiking or something like that if you get in a you know a something happens emergency situation you fell down a cliff lost all your supplies your pack you have nothing
**00:58** on you except for what you're wearing then you have the essentials to survive. Which is why we call it the survival belt, so like he said there is a LED flash light on the tip of your... sorry I won't blind you there, LED flashlight on the tip and this is the fire starter right here, and you strike it with the knife now aim it away from you there so you just go like this and you see it generates really, really hot sparks so you can light a fire in any condition.
**01:34** You can get this wet and it won't ruin like matches so yeah you just have the basics to survive it also has a bottle opener on the back of the blade just kind of an added feature. The notches run the full length of the strap allowing you to use it to any girth

**01:49** so you could even clinch around your leg as a tourniquet. Yeah so this is our Survival Belt, this is our newest product, and it slides right in like this.

**Main Product How-To:** https://vimeo.com/209438392
When you receive your first SlideBelt, notice the instructions printed on the back of the box.
Now the first thing you are going to do, is to trim the strap to your waist size -- which is indicated by the measurements on the back of the strap.

We recommend cutting 2 inches longer than your waist at first, just to be safe, because different brands of pants vary in sizing. Then you can try it on, and if needed repeat the process to trim it shorter.
After trimming to size, flip the buckle over and open the door. Insert the strap all the way in, keep it straight, and then close the door firmly so the spikes dig into the strap.

Now your buckle is securely attached, and you're ready to try on your belt. Simply feed the strap into the buckle and push it through. Be sure to put the strap behind the guide bar first.

Now here he is holding the frame open to put on the belt (which is actually not needed), but it's just to give you a better view.

When you want to remove your belt and release the buckle, just lift the frame like so, hold it open, and pull the strap out.

**Kickstarter Survival:** https://www.youtube.com/watch?v=FkXMygIqznA

TRANSCRIPT

Once in a blue moon, something comes along that works so damn well that you don't need to fuss over appearances. It reminds us that above all else, we just want something useful.
Jason Freed once said, "You need to get the fundamentals right." Fun wears off. Cool wears off. Useful never wears off. When we're rolling down the highway of our lives, what is it we want people to see? A rebel? A trendsetter? A man of wealth and taste?
There's a funny old saying from Mark Twain that goes "Clothes make the man. Naked people have little or no influence in society."
But sometimes, designers come along who are the rebels. They remind us that above all else, we just want something that can be used.

**Survival How-To:** https://www.youtube.com/watch?v=8msSq-z31sg

**GPS Buckle Teaser:** https://vimeo.com/209457041

**Company Video:** https://vimeo.com/209291878/0f7af37bfa

**EXHIBIT E TO FORM C**

**STARTENGINE SUBSCRIPTION PROCESS**

Platform Compensation

- As compensation for the services provided hereunder by StartEngine Capital, Issuer shall pay to StartEngine Capital at the conclusion of the offering a fee consisting of a 5% (five percent) commission based on the amount of investments raised in the Offering and paid upon disbursement of funds from escrow at the time of a closing. The commission is paid in cash and in securities of the Issuer identical to those offered to the public in the Offering at the sole discretion of StartEngine Capital and reimbursement of certain expenses related to the Offering. The securities paid to the Site, if any, will be of the same class and have the same terms, conditions and rights as the securities being offered and sold by the Issuer on the Site.

Information Regarding Length of Time of Offering

- Investment Cancellations: Investors will have up to 48 hours prior to the end of the offering period to change their minds and cancel their investment commitments for any reason. Once the offering period is within 48 hours of ending, investors will not be able to cancel for any reason, even if they make a commitment during this period.

- Material Changes: Material changes to an offering include but are not limited to: A change in minimum offering amount, change in security price, change in management, etc. If an issuing company makes a material change to the offering terms or other information disclosed, including a change to the offering deadline, investors will be given five business days to reconfirm their investment commitment. If investors do not reconfirm, their investment will be cancelled and the funds will be returned.

Hitting The Target Goal Early & Oversubscriptions

- StartEngine Capital will notify investors by email when the target offering amount has hit 25%, 50% and 100% of the funding goal. If the issuing company hits its goal early, and the offering minimum of 21 days has been met, the issuing company can create a new target deadline at least 5 business days out. Investors will be notified of the new target deadline via email and will then have the opportunity to cancel up to 48 hours before new deadline.
- Oversubscriptions: We require all issuers to accept oversubscriptions. This may not be possible if: 1) it vaults an issuer into a different category for financial statement requirements (and they do not have the requisite financial statements); or 2) they reach $1M in investments. In the event of an oversubscription, shares will be allocated at the discretion of the issuer.
- If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.

- If a StartEngine issuer reaches their target offering amount prior to the deadline, they may conduct an initial closing of the offering early if they provide notice about the new offering deadline at least five business days prior to the new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). StartEngine will notify investors when the issuer meets its target offering amount. Thereafter, the issuer may conduct additional closings until the offering deadline.

Minimum and Maximum Investment Amounts

- In order to invest, to commit to an investment or to communicate on our platform, users must open an account on StartEngine Capital and provide certain personal and non-personal information including information related to income, net worth, and other investments.
- Investor Limitations: Investors are limited in how much they can invest on all crowdfunding offerings during any 12-month period. The limitation on how much they can invest depends on their net worth (excluding the value of their primary residence) and annual income. If either their annual income or net worth is less than $100,000, then during any 12-month period, they can invest up to the greater of either $2,000 or 5% of the lesser of their annual income or net worth. If both their annual income and net worth are equal to or more than $100,000, then during any 12-month period, they can invest up to 10% of annual income or net worth, whichever is less, but their investments cannot exceed $100,000.