
Annual Report

Cover Page

Name of issuer:

Ciari Guitars, Inc.

Legal status of issuer:

Form: Corporation

Jurisdiction of Incorporation/Organization: DE

Date of organization: 10/14/2016

Physical address of issuer:

1570 Willow Street
San Diego CA 92106

Website of issuer:

<https://CiariGuitars.com>

Name of intermediary through which the offering will be conducted:

Wefunder Portal LLC

CIK number of intermediary:

0001670254

SEC file number of intermediary:

007-00033

CRD number, if applicable, of intermediary:

283503

Current number of employees:

3

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	\$1,152,917.00	\$183,879.00
Cash & Cash Equivalents:	\$793,452.00	\$13,839.00
Accounts Receivable:	\$0.00	\$14,632.00
Short-term Debt:	\$36,678.00	\$222,987.00
Long-term Debt:	\$0.00	\$0.00
Revenues/Sales:	\$63,580.00	\$147,456.00
Cost of Goods Sold:	\$39,704.00	\$97,375.00
Taxes Paid:	\$800.00	\$800.00
Net Income:	(\$282,842.00)	(\$197,584.00)

Select the jurisdictions in which the issuer intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, IV

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, in their entirety. If disclosure in response to any question is responsive to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the Form, either state that it is inapplicable, include a cross-reference to the responsive disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:

Ciari Guitars, Inc.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

☐ Yes ☒ No

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Main Employer	Year Joined as Director
Jonathan Spangler	CEO	Ciari Guitars, Inc.	2016

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Eric Dorton	President	2022
Brent Rivard	CFO	2019
Jonathan Spangler	CEO	2016

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

INSTRUCTION TO QUESTION 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person that routinely performing similar functions.

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
Jonathan Spangler	9250000.0 Common Stock	76.08

INSTRUCTION TO QUESTION 6: The above information must be provided as of a date that is no more than 120 days prior to the date of filing of this offering statement.

To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control – as, for example, a co-trustee) they should be included as being “beneficially owned.” You should include an explanation of these circumstances in a footnote to the “Number of and Class of Securities Now Held.” To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

BUSINESS AND ANTICIPATED BUSINESS PLAN

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

For a description of our business and our business plan, please refer to the attached [Appendix A, Business Description & Plan](#)

INSTRUCTION TO QUESTION 7: Wefunder will provide your company's Wefunder profile as an appendix (Appendix A) to the Form C in PDF format. The submission will include all Q&A items and “read more” links in an un-collapsed format. All videos will be transcribed.

This means that any information provided in your Wefunder profile will be provided to the SEC in response to this question. As a result, your company will be potentially liable for misstatements and omissions in your profile under the Securities Act of 1933, which requires you to provide material information related to your business and anticipated business plan. Please review your Wefunder profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

RISK FACTORS

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.

8. Discuss the material factors that make an investment in the issuer speculative or risky:

☐ Recent difficult economic conditions have adversely affected economic conditions

Recent difficult economic conditions have adversely affected consumer purchases of discretionary items, such as our products, and may continue to harm our business and results of operations.

Our ability to increase our net sales will depend in large part on growth in the markets for our products.

If we are not able to accurately forecast demand for our products, our business and results of operations would be harmed.

If we are unable to anticipate and respond to changes in consumer demand and trends, our net sales, business and results of operations would suffer.

Any delay in the delivery of our products to customers could harm our business and results of operations.

We depend on OEMs (Original Equipment Manufacturer) for production of a significant portion of our products. If we are unable to maintain these manufacturing relationships or enter into additional or different arrangements as needed, our net sales would suffer.

Any disruption we experience at our manufacturing facilities or our distribution system or any disruption at our OEMs could hurt our ability to deliver our products to customers.

Our OEMs may not continue to produce products that are consistent with our standards, which could damage the value of our brands and harm our business and results of operations.

Any disruption in the supply of raw materials and components we and third parties need to manufacture our products could harm our net sales.

We may be subject to the enforcement of regulations and laws relating to the importation and use of certain raw material, which could adversely affect our ability to use certain raw materials and harm our business.

We may rely in part on relationships with dealers and their ability to sell our products. We are subject to the risk that these dealers may not effectively sell our products.

We may rely in part on third party distributors and their ability to sell our products. We are subject to the risk that these distributors may not effectively sell our products.

The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions.

Brent Rivard is a part-time officer. As such, it is likely that the company will not make the same progress as it would if that were not the case.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

INSTRUCTION TO QUESTION 8: Avoid generalized statements and include only those factors that are unique to the issuer. Discussion should be tailored to the issuer's business and the offering and should not repeat the factors addressed in the legends set forth above. No specific number of risk factors is required to be identified.

Ownership and Capital Structure

DESCRIPTION OF ISSUER'S SECURITIES

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Common	15,000,000	10,158,333	Yes

Class of Security	Securities Reserved for Issuance upon Exercise or Conversion
Warrants:	
Options:	1,610,000 Outstanding of 2,000,000 available.

24. Describe the material terms of any indebtedness of the issuer:

Loan	
Lender	US Small Business Administration

Issue date 04/04/20
Amount \$30,000.00
Outstanding principal plus interest \$30,000.00 as of 12/30/21
Interest rate 3.75% per annum
Maturity date 03/31/50
Current with payments Yes

No payments due until 04/05/2021, thereafter \$147/month.

Loan

Lender US Small Business Administration
Issue date 05/03/20
Amount \$22,987.00
Outstanding principal plus interest \$6,708.00 as of 12/30/20
Interest rate 1.0% per annum
Maturity date 05/03/22
Current with payments Yes

Clari Guitars has applied for loan forgiveness and anticipates receiving said forgiveness.

INSTRUCTION TO QUESTION 24: name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering Date	Exemption	Security Type	Amount Sold	Use of Proceeds
1/2018	Regulation D, Rule 506(b)	SAFE	\$100,000	General operations
2/2018	Regulation D, Rule 506(b)	SAFE	\$20,000	General operations
4/2018	Regulation D, Rule 506(b)	SAFE	\$50,000	General operations
12/2018	Regulation D, Rule 506(b)	SAFE	\$242,500	General operations
3/2019	Regulation D, Rule 506(b)	SAFE	\$114,000	General operations
4/2019	Regulation D, Rule 506(b)	SAFE	\$150,000	General operations
8/2019	Regulation D, Rule 506(b)	SAFE	\$375,000	General operations
5/2021	Regulation D, 506(c)	SAFE	\$400,000	General operations
8/2021	Section 4(a)(2)	SAFE	\$160,000	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12- month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

1. any director or officer of the issuer;
2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
4. or (4) any immediate family member of any of the foregoing persons.

☒ Yes
☐ No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

Name Spangler Family Trust
Amount Invested \$60,000.00
Transaction type Safe
Issue date 06/06/17
Valuation cap \$2,500,000.00
Relationship CEO

Name Jonathan Spangler
Amount Invested \$100,000.00
Transaction type Safe
Issue date 01/30/18
Valuation cap \$2,500,000.00
Relationship CEO

Name Spanqler Family Trust

Amount Invested \$50,000.00
Transaction type Safe
Issue date 04/24/18
Valuation cap \$3,500,000.00
Relationship CEO

Name Spangler Family Trust
Amount Invested \$114,000.00
Transaction type Safe
Issue date 03/20/19
Valuation cap \$3,500,000.00
Relationship CEO

Name Brent Rivard
Amount Invested \$150,000.00
Transaction type Safe
Issue date 04/21/19
Valuation cap \$3,500,000.00
Relationship CFO

Name Brent Rivard
Amount Invested \$120,000.00
Transaction type Loan
Issue date 07/14/20
Outstanding principal plus interest \$0.00 as of 12/30/21
Interest rate 10.0% per annum
Maturity date 07/31/21
Current with payments Yes
Relationship CFO and Shareholder

Name Jonathan Spangler
Amount Invested \$50,000.00
Transaction type Loan
Issue date 07/14/20
Outstanding principal plus interest \$0.00 as of 12/30/21
Interest rate 0.0% per annum
Maturity date 07/31/21
Current with payments Yes
Relationship CEO and Founder

INSTRUCTIONS TO QUESTION 26: The term transaction includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

Beneficial ownership for purposes of paragraph (2) shall be determined as of a date that is no more than 180 days prior to the date of filing of this offering statement and using the same calculation described in Question 6 of this Question and Answer format.

The term "member of the family" includes any child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the person, and includes adoptive relationships. The term "spousal equivalent" means a cohabitant occupying a relationship generally equivalent to that of a spouse.

Compute the amount of a related party's interest in any transaction without regard to the amount of the profit or loss involved in the transaction. Where it is not practicable to state the approximate amount of the interest, disclose the approximate amount involved in the transaction.

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

☒ Yes
☐ No

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

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

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk

Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

We make and sell the revolutionary "Ascender" folding travel guitar. The Ascender has a patented folding system with a hinge in the neck so the guitar can be folded in half for convenient transportation and storage. During air travel, for example, the Ascender fits under seat - the first guitar ever with that distinction. To play again, simply unfold the neck, flip a lever to lock the hinge and the re-tighten the strings, "top off tune" the strings, and you're ready to rock!

We believe we can become a globally recognized guitar brand synonymous for quality and innovation and \$10M+ in revenue based on a multi-instrument portfolio, including folding electric, acoustic and bass guitars. Based on our traction by years 3-5, we hope our disruptive guitar line will be an attractive acquisition target for major players in the guitar industry. Due to our robust international patent protection, any acquisition will command a healthy multiple for an attractive exit. These projections are not guaranteed.

Milestones

Ciari Guitars, Inc. was incorporated in the State of Delaware in October 2016.

Since then, we have:

- Guitar Player Magazine "Editor's Pick" & named "most convenient guitar in the world" by Forbes
- Recommended by Nasdaq as top equity crowdfunding campaign to invest in
- Patented technology eliminates guitar travel & mobility problem in a \$2.79B market
- Full product pipeline, including premium electric, mid-tier electric, carbon fiber acoustic, & bass
- Pitched & was granted setup of free airport guitar lounge—a priceless in-airport marketing channel
- One of 13 companies out of 300+ chosen for NEC's Project Music, a leading music startup accelerator
- CEO is IP Exec & Patent Attorney. Chief IP Counsel for "Start-up to \$1BB" Medical Device

Historical Results of Operations

- *Revenues & Gross Margin.* For the period ended December 31, 2021, the Company had revenues of \$63,580 compared to the year ended December 31, 2020, when the Company had revenues of \$147,456. Our gross margin was 37.6% in fiscal year 2021, compared to 34.0% in 2020.
- *Assets.* As of December 31, 2021, the Company had total assets of \$1,152,917, including \$793,452 in cash. As of December 31, 2020, the Company had \$183,879 in total assets, including \$13,839 in cash.
- *Net Loss.* The Company has had net losses of \$282,842 and net losses of \$197,584 for the fiscal years ended December 31, 2021 and December 31, 2020, respectively.
- *Liabilities.* The Company's liabilities totaled \$80,938 for the fiscal year ended December 31, 2021 and \$266,373 for the fiscal year ended December 31, 2020.

Related Party Transaction

Refer to Question 26 of this Form C for disclosure of all related party transactions.

Liquidity & Capital Resources

To-date, the company has been financed with \$36,678 in debt and \$2,778,815 in SAFEs.

Our projected runway as of December 31, 2021 is approximately 9-12 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 9-12 months. Except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

Runway & Short/Mid Term Expenses

Ciari Guitars, Inc. cash in hand is \$638,500, as of March 2022. Over the last three months, revenues have averaged \$3,550/month, cost of goods sold has averaged \$1,917/month, and operational expenses have averaged \$34,817/month, for an average burn rate of \$33,184 per month. Our intent is to be profitable in 15 months.

Since December 31, 2019, we began to fulfill orders and recognize revenue from our pre-sales that started in the 2nd half of 2019 and additional orders received in 2020. Starting in April 2020, with the onset of the Covid-19 pandemic, we significantly reduced our burn rate and re-focused our efforts on additional product development. The new products include mid-tier electric and carbon fiber acoustic models, each of which will have a lower price-point for broader product-market fit. We were funded in 2020 with approximately \$53K in PPP/SBA loans and an additional \$170K in loans from our executive team. We raised approximately \$1.5 million in our WeFunder campaign during 2021.

In the short-term, we expect our revenues to be largely in line with the last 3 months. We are forecasting expenses of ~\$50-60K/month through the remainder of 2022 and revenues starting at ~\$50-75K/month in Q4 2022. These projections are not guaranteed.

INSTRUCTIONS TO QUESTION 28: The discussion must cover each year for which financial statements are provided. For issuers with no prior operating history, the discussion should focus on financial milestones and operational, liquidity and other challenges. For issuers with an operating history, the discussion should focus on whether historical results and cash flows are representative of what investors should expect in the future. Take into account the proceeds of the offering and any other known or pending sources of capital. Discuss how the proceeds from the offering will affect liquidity, whether receiving these funds and any other additional funds is necessary to the viability of the business, and how quickly the issuer anticipates using its available cash. Describe the other available sources of capital to the business, such as lines of credit or required contributions by shareholders. References to the issuer in this Question 28 and these instructions refer to the issuer and its predecessors, if any.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to [Appendix C, Financial Statements](#)

I, Jonathan Spangler, certify that:

(1) the financial statements of Ciari Guitars, Inc. included in this Form are true and complete in all material respects; and

(2) the tax return information of Ciari Guitars, Inc. included in this Form reflects accurately the information reported on the tax return for Ciari Guitars, Inc. filed for the most recently completed fiscal year.

Jonathan Spangler
CEO

OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and
- (2) such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

The Company is using the services of XX as part of its offering. XX is comprised of XX Investments, LLC, XX Team LLC, and the Lead Investors who provide services on behalf of XX Team LLC. The services of XX are available to companies that offer securities through Wefunder Portal LLC and to investors who invest in such companies through Wefunder Portal, but XX is not affiliated with Wefunder Portal or its affiliates.

XX Investments is the Company's transfer agent and also acts as custodian, paying agent, and proxy agent on behalf of all investors that enter into the Custodial and Voting Agreement with XX Investments through the Wefunder Portal website ("Investors"). XX Investments holds legal title to the securities the Company issues through Wefunder Portal (which are uncertificated) on behalf of Investors. Investors, in turn, hold the beneficial interests in the Company's securities. XX Investments keeps track of each Investor's beneficial ownership interest and makes any distributions to the Investors (or other parties, as directed by the Investors).

In addition to the above services, at the direction of XX Team, XX Investments votes the securities and take any other actions in connection with such voting on behalf of the Investors. XX Investments acts at the direction of XX Team, because XX Team holds a power of attorney from each Investor that has entered into the Investor Agreement to make voting decisions on behalf of that Investor. XX Investments will not charge Investors for its services. XX Investments does charge the Company \$1,000/year for services; however, those fees may be paid by Wefunder Inc. on behalf of the Company.

As noted, XX Team holds a power of attorney from each Investor that has entered into the Investor Agreement to make voting decisions on behalf of that Investor. Pursuant to the power of attorney, XX Team will make voting decisions and then direct XX Investments to vote and take any other actions in connection with the voting on Investors' behalf. XX Team will act, with respect to the Company,

through our Lead Investor, who is a representative of XX Team. As compensation for its voting services, each Investor authorizes XX Investments to distribute to XX Team 10% of any distributions the Investor would otherwise receive from the Company. XX Team will share its compensation with our Lead Investor. XX Team, through our Lead Investor, may also provide consulting services to the Company and may be compensated for these services by the Company; although, fees owed by the Company may be paid by Wefunder Inc. XX Team will share its consulting compensation with our Lead Investor.

The Lead Investor is an experienced investor that we choose to act in the role of Lead Investor, both on behalf of the Company and on behalf of investors. As noted, the Lead Investor will be a representative of XX Team and will share in compensation that XX Team receives from the Company (or Wefunder Inc. on the Company behalf) or from Investors. The Lead Investor will be chosen by the Company and approved by Wefunder Inc., and the identity of the Lead Investor must be disclosed to Investors before Investors make a final investment decision to purchase the Company's securities. Investors will receive disclosure regarding all fees that may be received by the Lead Investor. In addition to the fees described above, the Lead Investor may receive compensation if, in the future, Wefunder Advisors LLC forms a special purpose vehicle ("SPV") for the purpose of investing in a non-Regulation Crowdfunding offering of the Company. In such a circumstance, the Lead Investor may act as a portfolio manager for that SPV (and as a supervised person of Wefunder Advisors) and may be compensated through that role. Although the Lead Investor may act in multiple roles and be compensated from multiple parties, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of the Company's securities. As a result, the Lead Investor's interests should always be aligned with those of the Investors.

Investors that wish to purchase the Company's securities through Wefunder Portal must agree to (1) hire XX Investments to serve as custodian, paying agent, and proxy agent with respect to the Company's securities; (2) give a power of attorney to XX Team to make all voting decisions with respect to the Company's securities; and (3) direct XX Investments to share 10% of the Investor's distribution from the Company with XX Team. The Company may waive these requirements for certain investors with whom the Company has a pre-existing relationship.

The XX arrangement described above is intended to benefit the Company by allowing the Company to reflect one investor of its capitalization table (XX Investments) and by simplifying the voting process with respect to the Company's securities by having one entity (XX Team), through one person (the Lead Investor), make all voting decisions and having one entity (XX Investments) carry out XX Team's voting instruments and any take any related actions. The XX arrangement also is intended to benefit Investors by providing the services of an experienced Lead Investor (acting on behalf of XX Team) who is expected to make value-maximizing decisions regarding Investors' securities. XX Team (acting through the Lead Investor) may further benefit both the Company and Investors by providing consulting services to the Company that are intended to maximize both the value of the Company's business and also the value of its securities.

INSTRUCTIONS TO QUESTION 30: If information is presented to investors in a format, media or other means not able to be reflected in text or portable document format, the issuer should include:
(a) a description of the material content of such information;
(b) a description of the format in which such disclosure is presented; and
(c) in the case of disclosure in video, audio or other dynamic media or format, a transcript or description of such disclosure.

ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

33. Once posted, the annual report may be found on the issuer's website at:

<https://CiariGuitars.com/invest>

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

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

APPENDICES

[Appendix A: Business Description & Plan](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)
[Financials 2](#)

Appendix D: Director & Officer Work History

[Brent Rivard](#)
[Eric Dorton](#)
[Jonathan Spangler](#)
[Jonathan Spangler](#)

Appendix E: Supporting Documents

[Add new Form C attachment \(admin only\)](#)

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The following documents will be filed with the SEC:

[Cover Page XML](#)

[Offering Statement \(this page\)](#)

[Appendix A: Business Description & Plan](#)

[Appendix B: Investor Contracts](#)

[Early Bird SAFE \(Simple Agreement for Future Equity\)](#)

[SAFE \(Simple Agreement for Future Equity\)](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)

[Financials 2](#)

Appendix D: Director & Officer Work History

[Brent Rivard](#)
[Eric Dorton](#)
[Jonathan Spangler](#)
[Jonathan Spangler](#)

Appendix E: Supporting Documents

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

Ciari Guitars, Inc.

By

Jonathan Spangler

CEO and Founder

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Annual Report and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated.

Brent Rivard

CFO

4/8/2022

Jonathan Spangler

CEO and Founder
4/8/2022

Invite Others to Sign

Eric Dorton (edorton@eciarguitars.com)

INVITE

INVITE ANOTHER PERSON TO SIGN

The Annual Report must be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.

I authorize Wefunder Portal to submit a Annual Report to the SEC based on the information I provided through this online form and my company's Wefunder profile.

As an authorized representative of the company, I appoint Wefunder Portal as the company's true and lawful representative and attorney-in-fact, in the company's name, place and stead to make, execute, sign, acknowledge, swear to and file a Annual Report on the company's behalf. This power of attorney is coupled with an interest and is irrevocable. The company hereby waives any and all defenses that may be available to contest, negate or disaffirm the actions of Wefunder Portal taken in good faith under or in reliance upon this power of attorney.