AMNION LIFE LLC

2021 Report

Dear investors,

2020 and 2021 were very difficult for Amnion Life. COVID-19 limited out team work on prototyping and severely disrupted our operations. But now it seems the dark clouds have lifted and we are back on track to get this device approved by the regulatory bodies.

Aside from rebuilding the engineering team, I am in discussions with an academic team at a major US institution to bring them on for the animal and human trials. I will make an announcement as soon as we have an agreement in place.

We need your help!

Progress is slow but we are moving forward. We have a new engineering team in place after closing of our facility and laying off our team in 2020 due to COVID. I am very pleased of this team's work and their progress. It took a few months for the team to learn the details of engineering of our current device but step but step we went through the hardware and software and in the last couple of months, the team has worked on finishing several key changes which had to be done.

We are now pretty much finished with work on the the prototype and are getting ready for for animal testing. I am now in discussion with a team at a US University who have shown interest in work on Amniobed. We will make an announcement as soon as we reach an agreement.

Sincerely,

Amir Fassihi

Founder and CEO

Our Mission

The world is in desperate need of more sophisticated infant care. Despite ongoing technology advancements, current incubators and radiant warmers have many deficiencies that put preterm infants at risk for hypothermia. We believe our patented AmnioBed design can prevent hypothermia and save lives, reduce complications, improve short- and long-term outcomes, and decrease costs for millions of infants born preterm every year.

See our full profile

How did we do this year?

Report Card

B+

The Good

- We were able to resume R&D and work on prototyping after a long pause due to COVID-19.
- Prototype is now ready for animal testing.
- Preparing for further fundraising to bring the project back on track.

The Bad

- R&D progress is still limited and moving forward at a slow pace by part-time engineers.
- Don't have a full-time CEO in place.

2021 At a Glance

January 1 to December 31

$0
Revenue

-$327,139
Net Loss

$85,908 +31%
Short Term Debt

$17,500
Raised in 2021

$386
Cash on Hand
As of 03/23/02

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

Nearly 15M infants worldwide are born premature. Due to underdeveloped organs, the dramatic shift from amniotic fluid to air puts them at risk for hypothermia, dehydration, and infections which can lead to sepsis, organ injuries, and even death. To substantially improve preterm infants' chances of survival and reduce the time needed in intensive care, we designed AmnioBed, a patented, cost-efficient, fluid-filled solution that can mimics a mother's amniotic fluid environment.

The world is in desperate need of more sophisticated infant care. Despite ongoing technology advancements, current incubators and radiant warmers have many deficiencies that put preterm infants at risk for hypothermia. We believe our patented AmnioBed design can prevent hypothermia and save lives, reduce complications, improve short- and long-term outcomes, and decrease costs for millions of infants born preterm every year.

Given the Company's limited operating history, the Company cannot reliably estimate how much revenue it will receive in the future, if any.

Milestones

Amnion Life LLC was incorporated in the State of California in April 2016.

Since then, we have:

- In Amniobed, the preterm infant is partially submerged in synthetic amniotic fluid.
- Amniobed is intended to prevent hypothermia in preterm infants and decrease environmental heat loss.
- Hypothermia leads to poor medical outcomes and an increased chance of infant death.
- Strong patent portfolio with multiple patents in the US, China, and Japan and pending in Europe.
- Studies have shown 40% of infants admitted to the NICU from L&D are hypothermic in 1st hour of life.
- Significant calorie loss in the NICU leads to diminished weight gain and longer hospital stays
- 3 Years of R&D. Designed, sourced, procured, and assembled Amniobed Golden Hour plus software.

Historical Results of Operations

- *Revenues & Gross Margin.* For the period ended December 31, 2021, the Company had revenues of $0 compared to the year ended December 31, 2020, when the Company had revenues of $0. Our gross margin was % in fiscal year 2021, compared to % in 2020.
- *Assets.* As of December 31, 2021, the Company had total assets of $18,831, including $10,247 in cash. As of December 31, 2020, the Company had $6,143 in total assets, including $1,571 in cash.
- *Net Loss.* The Company has had net losses of $327,139 and net losses of $85,117 for the fiscal years ended December 31, 2021 and December 31, 2020, respectively.
- *Liabilities.* The Company's liabilities totaled $959,177 for the fiscal year ended December 31, 2021 and $1,011,500 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 $187,180 in debt, $1,024,513 in equity, and $168,500 in SAFEs.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 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 6 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

Amnion Life LLC cash in hand is $386, as of March 2002. Over the last three months, revenues have averaged $0/month, cost of goods sold has averaged $0/month, and operational expenses have averaged $4,000/month, for an average burn rate of $4,000 per month. Our intent is to be profitable in 36 months.

Since December 31, 2019 the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Global stock markets have also experienced great volatility and a significant weakening. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

The Company took measures to comply with travel bans, quarantine and social

distancing guidelines. As such, the Company's research facility in Pozega, Serbia was forced to have very limited its operations to comply with the guidelines and requirements and we had to close our facility and freeze further work in Q4 of 2020. In addition, the Company canceled two private events in California which were intended to raise capital for the Company. This compliance is expected to add delays in the development of our products. The overall economic slowdown is also anticipated to add additional risks and difficulties in raising money in future rounds due to the volatile financial situation risen from the pandemic.

The Company has determined that these events are non-adjusting subsequent events. Accordingly, the financial position and results of operations as of and for the year ended December 31, 2019 have not been adjusted to reflect their impact. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for future periods.

Note: this disclosure is based on management's assumption that there is no significant doubt about the entity's ability to continue as a going concern.

There is no expected revenue over the next six months. The Company's expenses are expected to be further limited to less than $5,000 per month. As a result of the pandemic, the Company took steps to cancel place all operations on pause. The Company intends to restart operations once it is able t raise additional capital.

Net Margin: -Inf% **Gross Margin: NaN%** **Return on Assets: -1,737%** **Earnings per Share: -$1,116.52**

Revenue per Employee: $0 **Cash to Assets: 54%** **Revenue to Receivables: ~** **Debt Ratio: 5,094%**

2021_Amnion_Life_-_Financial_Statements_20220323.pdf

2020_Amnion_Life_-_Financial_Statements_FINAL.pdf

2018-2019_Amnion_Life_-_Financial_Statements_FINAL.pdf

We ♥ Our 393 Investors

Thank You For Believing In Us

Leonard Helbig
Benjamin Baller
Andre Harrell
Carita Huckaby
Johnson Hor
Jason Samfield
Patricia Mceachron
Pouya Mohammadi
Ashok Sanghavi
Garen Corbett
Pramod Rustagi
Joseph Lizyness
Kole Gojcaj
Chad Westbrook
Tracey Raditz
Mike Deck
Jacqueline IVEY
Daniel St Juste
Dan Reisinger
Jeremie Amy Roy
Mary H Baffour
Christopher Sollog
Zachary Fallon
Morris Gelman
Jonathan Cherwa
Paul Yarkey
Amanda Iskandar
Rose Ward
Greg Purchase
Mahasti Mashhoon
Christopher Ward

Babak Kamkar
Abryl Rodriguez-Lopez
Patricia Mceachron
Kevin Kwok
Sushanto Calatur
Yasmin Lopez
John R Hume
Rowan Richards
Exel Fairclough
Michael Chang
Jeffrey Steinberg
Daniel Herrera
William Kirkpatrick
Chinta Mani Bajgai
Robert O'Connor
Stelanie Lu Vetta Marshall
Tristan Campbell
Jasmine Nichols
Michael Joyce
Chris Hudson
David Macfarlane
Yvonne Yeboah
Molly Ferris
Keith Watson
Toni Butcher
Sam Fassihi
Jason A Roessel
Jason Corteguera
Amber Lingle
Tamim Mourad
Neville George

Stephen Persons
John Barry Bowen
Scott Poniewaz
Jeremy Foxx
Natalia G Nunez
Jeremy Foxx
Tavares Ward
Nelton Barrett
Craig J. Vom Lehn
Jeffrey Baron
Hatem Rowaihy
Saeed Sadeghi
Mark Mulkern
Eduard Abramov
Baron Huntington
Jerome Baladad
Roberto Diaz
Saeed Sadeghi
Catalina Vanegas
Dawn Chapman
Frank Laaly
Randolph Wright
Girish Amin
Ronald Lieberman
Muhamad Faizul Ramli
Joven SALA
Molly Ferris
Keny Petit-Frere
Warren Mattix
Siamak Daneshmand
Carl Haves

Nathan Schweizer
Ian White
Johnny Sun
Sharath Ramesh
Jeremy Hasbrouck
Gregory Hohertz
Alene Gauthier
Ronald Rothstein
Nicky Golbahar
Smilez Tyars
Rene S. Holganza
Adam Banter
Soufou Saechao
Paul Aho
George James
Pavel Ledyan
Tawanda Jongwe
Gwendolyn Jones
Maria C Arevalo
Vincent woodson
Larry Yonish
Jerome Baladad
Cameron J. Figgins
Channa Obeyesekere
Stephen William WALLS
Aashish Ahuja
Derrik Oates
Dr. Pete I. Maduka-Okafor
Daniel Littleton
Amir Tahernia
Brian Widrig

Praveen Sridharan
Early David Ehlinger
Gregory Hohertz
Junchao Shangguan
Sunil Patel
Andre Harrell
Jamah Williams
Joshua Rogers
Ana Reynoso
Debra Guyton
Olamide Ajibesin
Tyrone Malloy
Rich Dreamlivn Newburn II
Gary Lardy
Cassey Cinqmars Fisher
Joseph CHRISTY
Eimear Everard
Paul Aho
Sharon Kay Keener
Neil Young
Gary Palmer
Valerie Stokes
Amy T Mintner
Robert E Larson
Nikki WILLIAMS
Carolyn F Hernandez
Theresa Hurtado
Ekow Ekyem Lamptey
Stephen William WALLS
Pezhman Nazemi
Yuliang Liu

Cody Heisinger
James & Kelly Scott
Troy Ochowicz
Matt Huber
Luis Guillen Pineda
Sharath Ramesh
Michael Moore
Renada Louise Lane
Helen Cholewinski
Jerry Tsai
Thomas Joseph Hampton
Keith Guerin
Monica C. Ahumada Heen
Alex Bartram
Illya Nayshevsky
Joan Rodriguez
Antonio C ALVES
Sam Abedini
Rahina I Zomah
Felipe Oshiro Gaglianone
Rebecca Yugga
Billy Womack
David Spitz
Ady Permana
Jo Ann Zahra
Shyrel Gaskey
James Oxley
Stacey Lum
Linda McNamara
Gloria Su
Christoph Lymbersky

Eric Stickney
Celine M Johnson
Bethany Begnaud
Okwudili C Amaechi
George Weber
Jack Powers
Brandi Akers
Michael Rossi
Amos Brown
Christina Truax
Jelili APALARA
Karen Smiley Swedick
Patricha Paul
Jay Seright
David Williams
Keith Guerin
Michael Michael
Rana Nader
Le Juene Edwards Frost
Judy Snyder
Nick Delmonico
Dawn Chapman
Hok Gouw
Courtney Drayer
Tulika Tyagi
David Marks
Linda McNamara
Alex So
Bradley Ryan
Sharo Khastoo
Van Duc Nguyen

William Corry
Johnny Jenkins
Jeremy Soister
John Khoukaz
James Russell
Eliot Houman
David Pascoe
Russell Edward Schultz
Jose Guillen PINEDA
Tamim Mourad
Alan Soe
Tupo Tuupo
Michael Andrew
Alycia Frazier
John Brooks
Furkan Saatcioglu
Hamid Sharafatian
Naghmeh Yousefie
Georgia Chronas-Sfirogia...
Griffin Quirk
David E Rosenbrock
Michael Beard
Arthur Lanwang
Gloria Boggs
Greg DOTSON
Dillon Barnhart

Alan Jay Schoenberg
Rudy Banerjee
David A. Kaiser
Scott Curtis
Sharon Shemtov
Murad Nensey
Nima Taheri
Amir Ghanouni
Pedro Rubio
William Edward Matthews
Nicholas Gessner
Sheri Sepanlou
Kimberly Thompson
Jake Williams
Cole Blanscet
Erin Kinne
Sulexan Chery
Gail Schwieger
Jemal Earle
Sonja Palmer
Lorene Evans
Satyaprakash Vedule
Sharad Saxena
Contessa Green Williams
Nalini Durgana

Ondrej Vesely
Wesley Charles Dunn
Manish Thakrar
Gail Lam
Mitesh S KAPADIA
Susan Spidel
Randall Tipton
Chutei & Accamma VARK...
Viktor Szathmary
Patrick Wetzel
Luc Rikardo Fils
Paul Camp
Patrick Enweronye
James R Cole
Adrian Willcox
Vishal Banthia
Omar Abdulalim
Benjamin Bajorek
CM Soltero
Keith Hanson
Anil Soneji
Rahul Bhandari
Ian Seidel
James Ford
Charles J Turck

Yi Wah
Dan O'Brien
Heather Joy Wilson
Guadalupe Alyssa Aceves
Tracylee Cicero
Filipe Peerally
William Gaffney
Dudley Gilbert Jr
Gloria Su
Sachin Vyas
Ronnie Bolton
Andrew Limanni
Christopher Danielson
Yolanda Clark
Madhav KHANAL
Ali Meli
Amaechi George Ozor
Muhamad Alli
Abolfazl Lavaee
Chris Goroleski
Jordan St Mary
Andrew Mcdougal
Verso Management
Terrance Brooms
Terry Buck

Mary Godinez
Kiranmayi Komati
Hamid Sharafatian
Jason Roben
Sara Pomare
Mehdi Jalili
Aaron Mocek
Greg TURKO
Prince Kumar
George Mburo
Theodore Murray
Richard Prorok
Eric Wells
Lee Szam
S R
Chase Kennedy
Mary Mead
Michael Hutson
Alice G Lambur Ponce Pe...
Travis Letourneau
David Sidbury
Mark Terna
Zack OGUR
Keith Otuomagie
Lillian MOORADIAN

Voyka Soto
Prodromos Lazarou
Sam Savage
Sarah BARRICK
Ismail Aboumandour
Jaren Pilling
Ryan Ligvani
Thaddeus Onwuka
Dari Rachedi
Nina Mashhoon
Fawn HART
Larry Lefkowitz
Ronald Allen
Bharat Datla
Richard Surmont
Shui Chong Tong
Cameron Luedtke
Chrissy Chandler
Roxann R Edwards
Marcella Sandiford
Jason Robinson
Manoj Mittal
Michael John Scott
Brendan Williams
John Hwung

Josef Stastny
Nik Milanovic
Vikash Kumar
Michael Teske
Richard Wendt
Wassim Hassan Subratty
Bruce D Armstrong, DVM
Britney Neptune
Tina Bahador
Mireille Jumeau
Jaren Pilling
Seong Woong Hwang
Tathagata Ray
Michael Hanson
Dan Fritz
Iman F. RODRIGUEZ
Kendall Terrell Howard
Ade ADE
Anne Miller
Apurva Shah
Oscar Antonio Baez
Roger Russell
Randall Lee
Lawson Shoemaker
Thaddeus Onwuka

Thank You!

From the Amnion Life LLC Team

Amir Fassihi
Founder and CEO

Michael Drues, PhD
Regulatory Advisor

Dr. Drues is an internationally recognized expert on cutting-edge medical technologies and regulatory affairs. He has worked for and consulted with leading medical device companies ranging in size from start-ups to Fortune 100 companies.

Molly Ferris
Consultant for Product Rollout, Marketing, Sales

20 years of expertise in device strategic planning, pre-commercial regulatory, market-entry alignment for high-growth medical device startups Experience sales pipelines across medical device verticals.

Aleksandar Siskovic
Quality Manager

Graduated Engineer of Electronics with more than 12 years of experience in QMS and practical experience in medical areas. Certified Auditor: ISO 13485, ISO 9001, ISO 14001, ISO/IEC 27001, ISO/IEC 20000-1, ISO 37001.

Details

The Board of Directors

DIRECTOR	OCCUPATION	JOINED
Amir Fassihi	CEO @ Amnion Life	2016

Officers

OFFICER	TITLE	JOINED
Amir Fassihi	CEO	2016

Voting Power

HOLDER	SECURITIES HELD	VOTING POWER
Amir Fassihi	1,000,000 Class A Units, Voting	100.0%

Past Equity Fundraises

DATE	AMOUNT	SECURITY	EXEMPTION
08/2018	$258,118	Common Stock	Section 4(a)(2)
12/2018	$187,180		Other
04/2019	$305,892		4(a)(6)
06/2019	$766,395	Common Stock	Section 4(a)(2)
11/2019	$50,000	Safe	Section 4(a)(2)
02/2020	$1,000	Safe	Regulation D, Rule 506(c)
03/2020	$50,000	Safe	Section 4(a)(2)
03/2020	$25,000	Safe	Section 4(a)(2)
07/2020	$25,000	Safe	Section 4(a)(2)
10/2020	$168,891		4(a)(6)
02/2021	$12,500	Safe	Section 4(a)(2)
02/2021	$5,000	Safe	Section 4(a)(2)

The use of proceeds is to fund general operations.

Outstanding Debts

LENDER	ISSUED	AMOUNT	OUSTANDING	INTEREST	MATURITY	CURRENT?
Amir Fassihi	12/01/2018	$187,180	$187,180	5.0%		Yes

Related Party Transactions

None.

Capital Structure

CLASS OF SECURITY	SECURITIES (OR AMOUNT) AUTHORIZED	SECURITIES (OR AMOUNT) OUTSTANDING	VOTING RIGHTS
Class A Units	1,000,000	1,000,000	Yes
Class B Units	292,812	292,812	No

	SECURITIES RESERVED FOR ISSUANCE UPON EXERCISE OR CONVERSION
Warrants:	0
Options:	0

Risks

The medical device being developed may not pass the FDA requirements for safety and efficacy and may not receive the required regulatory requirements for sales and marketing of the device.

We may become involved in litigation to protect our intellectual property or enforce our intellectual property rights, which could be expensive, time-consuming and may not be successful.

We may acquire businesses, products or product candidates, or form strategic alliances or create joint ventures, in the future, and we may not realize the benefits of such transactions.

Legislative or regulatory reform of the healthcare system in our target markets may affect our operations and profitability.

The commercial success of our medical device products depends on the availability and

sufficiency of third-party payor coverage and reimbursement.

We are subject to various laws and regulations, such as healthcare fraud and abuse laws, false claim laws and health information privacy and security laws, among others, and failure to comply with these laws and regulations may have an adverse effect on our business.

Clinical Trials for the device do not meet Superiority classification requirements compared to previous devices currently on the market.

We may be subject to claims from third parties that our products infringe their intellectual property rights.

If our product candidates are approved for commercialization outside of the United States, we may be exposed to a number of risks associated with international business operations.

We are an early-stage medical device company with no approved products and no historical product revenue, which may make it difficult for you to evaluate our business, financial condition and prospects.

Our management has broad discretion in using the net proceeds from the initial public offering and may not use them effectively

Our facilities are subject to extensive and ongoing regulatory requirements and failure to comply with these regulations may result in significant liability.

Competitors successfully challenging Company's patent and other intellectual properties and entering the market with similar devices.

System failures may disrupt our business operations and delay our product development programs and commercialization activities.

We have not commenced commercial operations to date and our future profitability is uncertain.

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.

We are planning to pursue the FDA De Novo pathway for all of our current product candidates. If we are unable to rely on the De Novo regulatory pathway to apply for marketing approval of our product candidates in the United States, seeking approval of these product candidates through the PMA pathway would require full reports of investigations of safety and effectiveness, and the process of obtaining marketing approval for our product candidates would likely be significantly longer and more costly.

If we are unable to protect our trade secrets, the value of our AmnioBed technology and product candidate may be negatively impacted, which would have a material and adverse effect on our competitive position and prospects.

We may encounter difficulties in enrolling patients in our clinical trials, which could be detrimental to business.

Even if we obtain marketing approval for our product candidates in the United States, we or our collaborators may not obtain marketing approval for the same product candidates elsewhere.

We are primarily dependent on the success of our lead product candidate, AmnioBed, which is still in clinical development, and this product candidate may fail to receive marketing approval or may not be commercialized successfully.

If the FDA or comparable regulatory authorities in other countries approve generic versions of our product candidates, or do not grant our product candidates a sufficient period of market exclusivity before approving their generic versions, our ability to generate revenue may be adversely affected.

Our medical device products may be subject to recalls, withdrawals, seizures or other enforcement actions by the FDA or comparable regulatory authorities in other countries if we fail to comply with regulatory requirements or previously unknown problems with our medical device products are discovered after they reach the market.

Our failure to comply with data protection laws and regulations could lead to government enforcement actions and significant penalties against us, and adversely impact our operating results.

Our preclinical studies and clinical trials may not be successful and delays to such preclinical studies or clinical trials may cause our costs to increase and significantly impair our ability to commercialize our product candidates. Results of previous clinical trials or interim results of ongoing clinical trials may not be predictive of future results.

The off-label use or misuse of our products may harm our image in the marketplace, result in injuries that lead to costly product liability suits, or result in costly investigations and regulatory agency sanctions under certain circumstances if we are deemed to have engaged in the promotion of these uses, any of which could be costly to our business.

We expect that we will need further financing for our existing business and future

We expect that we will need further financing for our existing business and future growth, which may not be available on acceptable terms, if at all. Failure to obtain funding on acceptable terms and on a timely basis may require us to curtail, delay or discontinue our product development efforts or other operations. The failure to obtain further financing may also prevent us from capitalizing on other potential product candidates which may be more profitable than AmnioBed or for which there may be a greater likelihood of success.

Changes in patent laws or interpretations of patent laws in the United States or elsewhere may diminish the value of our intellectual property or narrow the scope of protection of our patents.

Healthcare laws and regulations may affect the pricing of our medical device products and may affect our profitability.

We may be exposed to claims and may not be able to obtain or maintain adequate product liability insurance.

If we fail to comply with environmental, health and safety laws and regulations, we could become subject to fines or penalties or incur costs that could have a material adverse effect on our business.

We may not be able to engage third-party CMOs to manufacture our approved medical device products on a commercial scale to meet commercial demand for our medical device products.

We depend on skilled labor, and our business and prospects may be adversely affected if we lose the services of our skilled personnel, including those in senior management, or are unable to attract new skilled personnel.

Our current pipeline product candidate, AmnioBed, requires extensive clinical data analysis, regulatory review and additional testing. Clinical trials and data analysis can be very expensive, time-consuming and difficult to design and implement. If we are unsuccessful in obtaining regulatory approval for AmnioBed does not provide positive results, we may be required to delay or abandon development of such product, which would have a material adverse impact on our business.

The terms of approvals, ongoing regulations and post-marketing restrictions for our products may limit how we manufacture and market our products, which could materially impair our ability to generate revenue.

We have conducted, and may in the future conduct, clinical trials for our product candidates outside the United States and the FDA may not accept data from such trials.

Our product candidates may cause undesirable side effects or have other properties that could delay or prevent their regulatory approval, limit the commercial potential or result in significant negative consequences following any potential marketing approval.

If we fail to comply with various procedural, document submission, fee payment or other requirements imposed by the USPTO or comparable patent agencies in other countries, our patent protection could be reduced or eliminated.

We may be subject to claims that our employees or consultants have wrongfully used or disclosed to us alleged trade secrets of their former employers or other clients.

The marketing approval processes of the FDA and comparable regulatory authorities in other countries are unpredictable and our product candidates may be subject to multiple rounds of review or may not receive marketing approval.

The anticipated clinical trials do not confirm the safety and efficacy of the device. There is considerable harm and danger realized associated with the device which cannot be mitigated.

Patent terms may be inadequate to protect our competitive position on our product candidates for an adequate amount of time.

We need to protect our trademark, trade name and service mark rights to prevent competitors from taking advantage of our goodwill.

Our commercial success depends largely on our ability to protect our intellectual property.

We may not be able to build our marketing and sales capabilities or enter into agreements with third parties to market and sell our medical device products.

We may be unable to continually develop a pipeline of product candidates, which could affect our business and prospects.

Even if we obtain regulatory approval for a product candidate, our products and business will remain subject to ongoing regulatory obligations and review.

Our products may not achieve market acceptance, which would be essential to our company's success. Furthermore, We may not be able to respond effectively to changing consumer preferences and demand.

Our products may be subject to reduced prices negotiated by certain group purchasing organizations that could adversely impact our product revenue.

Amir Fassihi 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.

We may not be able to enforce our intellectual property rights throughout the world, which may be problematic.

We depend on third parties for clinical and commercial supplies, which could affect our business. We also rely on third parties to conduct our preclinical studies and clinical trials.

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.

Our employees and our independent contractors, principal investigators, CROs, consultants or commercial collaborators, as well as their respective sub-contractors, if any, may engage in misconduct or fail to comply with certain regulatory standards and requirements, which could expose us to liability and adversely affect our reputation.

Description of Securities for Prior Reg CF Raise

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Issuer repurchases of securities. The Company may have authority to repurchase its securities from unitholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

A sale of the issuer or of assets of the issuer. As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company to manage the Company so as to maximize value for unitholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company. If the Management of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

Transactions with related parties. The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its unitholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

Minority Ownership

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Management, and the Investor will have no independent right to name or remove an officer or member of the Management of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

Exercise of Rights Held by Principal Shareholders

As holders of a majority-in-interest of voting rights in the Company, the unitholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor. For example, the unitholders may change the terms of the operating agreement for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The unitholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The unitholders have the right to redeem their securities at any time. Unitholders could decide to force the Company to redeem their securities at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional units, an Investor's interest will typically also be diluted.

Restrictions on Transfer

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- 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.

Valuation Methodology for Prior Reg CF Raise

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of units . As discussed in Question 13, when we engage in an offering of equity interests involving Units , Investors may receive a number of Units calculated as either (i) the total value of the Investor's investment, divided by the price of the Unit being issued to new Investors, or (ii) if the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time. Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Units that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our management . Among the factors we may consider in determining the price of Units are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our units that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;

- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

Company

Amnion Life LLC

- California Limited Liability Company
- Organized May 2016
- 1 employees

2618 San Miguel Dr #149
Newport Beach CA 92660

http://amnion.life

Business Description

Refer to the Amnion Life LLC profile.

EDGAR Filing

The Securities and Exchange Commission hosts the official version of this annual report on their EDGAR web site. It looks like it was built in 1989.

Compliance with Prior Annual Reports

Amnion Life LLC is current with all reporting requirements under Rule 202 of Regulation Crowdfunding.

All prior investor updates

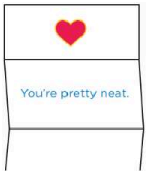
You can refer to the company's updates page to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.

Say Hello

Questions? Ideas? Love Letters?

Say something nice....

SUBMIT COMMENT



You're the first one here!
Early people don't usually get a prize, so here's a love letter from us.

Wefunder is a Public Benefit Corporation.
We're here to fix capitalism.

2012-2021 IMPACT REPORT