

Annual Report

Cover Page

Name of issuer:

Graff Golf LLC

Legal status of issuer:

Form: **Limited Liability Company**
Jurisdiction of Incorporation/Organization: **GA**
Date of organization: **2/2/2019**

Physical address of issuer:

**6506 Canopy Dr
Sandy Springs GA 30328**

Website of issuer:

http://www.graffgolf

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:

0

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	\$147,831.10	\$15,375.34
Cash & Cash Equivalents:	\$16,764.00	\$15,375.34
Accounts Receivable:	\$0.00	\$0.00
Short-term Debt:	\$99,856.31	\$0.00
Long-term Debt:	\$135,808.38	\$0.00
Revenues/Sales:	\$10,458.80	\$0.00
Cost of Goods Sold:	\$5,712.57	\$0.00
Taxes Paid:	\$0.00	\$0.00
Net Income:	(\$124,941.34)	(\$78,126.10)

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, BS, GU, PR, VI, TV

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereon, 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:

Graff Golf LLC

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
Rob Eberle	CEO	Bottomline Technologies	2020
Adam Toll	Co-Founder	Haste	2020
Mike Eberle	CTO	Graff Golf	2019
Aaron Shapiro	CEO	Graff Golf	2019
Rowen Frazer	VP of Marketing and Design	Graff Golf	2019

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
Mike Eberle	CTO	2019
Aaron Shapiro	President	2019
Aaron Shapiro	CEO	2019
Rowen Frazer	VP of Marketing & Design	2019

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
Patrick Kelly	90000.0 Membership Unit	25.0
Mike Eberle	190000.0 Membership Unit	25.0
Aaron Shapiro	620000.0 Membership Unit	25.0
Rowen Frazer	100000.0 Membership Unit	25.0

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: Webfunder will provide your company's Webfunder 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 Webfunder 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 Webfunder 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:

Market demand is yet to be tested or confirmed. We do not necessarily know if people will demand the product as it has not been launched.

Distribution of the product will be provided by a third party. There could be a risk that we are unable to distribute the product at the rate that we are hoping.

There is relevant competition in the market. We compete with products in the training market and other firms developing a similar product.

The production golf ball has yet to be tested with the electronics inside. Performance of the ball could be of lower quality than believed.

There could be issues within our supply chain. All prices are just quotes and receiving parts are dependent on the supply chain.

Testing of the electronic units have yet to be completed while inside of the production golf ball.

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

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

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

The company has an outstanding convertible note of \$10,000. The valuation cap is \$4,000,000 and the interest rate is 4%. The maturity date is February 20, 2021, and it was signed February 20, 2019.

Mike Eberle 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.

Aaron Shapiro 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 generalised 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
Membership Unit	2,000,000	1,000,000	No <input type="button" value="v"/>

Class of Security Securities Reserved for Issuance upon Exercise or Conversion

Warrants:

Options:

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

Convertible Note

Issue date 02/19/19
Amount \$10,000.00
Interest rate 20.0% per annum
Discount rate 20.0%
Valuation cap \$833,000.00
Maturity date 02/20/20

Convertible Note

Issue date 11/25/20
Amount \$80,000.00
Interest rate 8.0% per annum
Discount rate 10.0%
Valuation cap \$4,000,000.00
Maturity date 01/01/24

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
2/2019	Other	Convertible Note	\$10,000	General operations
1/2020	Section 4(a)(2)	Common stock	\$90,000	General operations
11/2020	Section 4(a)(2)	Convertible Note	\$80,000	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:

- any director or officer of the issuer;
- 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;
- if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
- or (4) any immediate family member of any of the foregoing persons.

☐ Yes
☒ No

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 (9) shall be determined as of a date that is no more than six 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 spouse 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 "spouse 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 produce smart golf balls. When you hit a Graff Golf smart golf ball, the shot data is recorded to your profile on our smartphone app. The app analyzes the data and generates actionable insight on how you can most efficiently improve your game. Using the app, you can see potential issues in your swing, what is likely causing them, and useful drills and videos to improve. The more shots you hit, the more accurate the analysis becomes.

After launch, the Graff team wants to continue R&D to address additional opportunities. This being said, we will add many additional features and functionalities over the next five years. These include a platform for golf pros to view client shot data in between lessons, as well as integrating our technologies into driving ranges. This will allow traditional driving ranges to gamify the experience in the same way that Topgolf has. We also want to expand to smart balls for additional sports.

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

Milestones

Graff Golf LLC was incorporated in the State of Georgia in February 2019.

Since then, we have:

- Developed a smart golf ball and analytics platform that enables golfers to view detailed analytics of their swing and improve using custom practice programs
- Built a high-quality, international supply chain capable of producing both the charger and smart golf ball.
- Website traffic growing massively with over 8,000 unique page views last month —doubling from the month prior.
- Electronics can easily be implemented into parallel markets such as baseball, softball, soccer and tennis—our business model is expandable.
- Won the Johns Hopkins University Start-Up Competition.
- Raised \$185k from private investors.

Historical Results of Operations

Our company was organized in February 2019 and has limited operations upon which prospective investors may base an evaluation of its performance.

- **Revenues & Gross Margin.** For the period ended December 31, 2020, the Company had revenues of \$10,458.80 compared to the year ended December 31, 2019, when the Company had revenues of \$0. Our gross margin was 45.38% in fiscal year 2020, compared to % in 2019.
- **Assets.** As of December 31, 2020, the Company had total assets of \$147,931.10, including \$16,764 in cash. As of December 31, 2019, the Company had \$15,375.34 in total assets, including \$15,375.34 in cash.
- **Net Loss.** The Company has had net losses of \$124,941.34 and net losses of \$78,126.10 for the fiscal years ended December 31, 2020 and December 31, 2019, respectively.
- **Liabilities.** The Company's liabilities totaled \$235,664.69 for the fiscal year ended December 31, 2020 and \$0 for the fiscal year ended December 31, 2019.

Liquidity & Capital Resources

To-date, the company has been financed with \$90,000 in equity and \$90,000 in convertibles.

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

Graff Golf LLC cash in hand is \$16,764, as of January 2021. Over the last three months, revenues have averaged \$0/month, cost of goods sold has averaged \$0/month, and operational expenses have averaged \$3,604/month, for an average burn rate of \$3,604 per month. Our intent is to be profitable in 6 months.

The majority of our expenses has been regarding product development and testing. This includes ordering prototypes, testing and redesigning the hardware, as well as developing the mobile app and web platform. The other major expenses are legal costs.

Our expected launch in May is projected to provide us with initial inventory and excess capital. The excess funds will be put into marketing and advertising to grow our customer base. Expenses should be cut in the next three months, as development and testing will be concluded.

The company will continue to raise a Seed round to continue company growth and development. After this is complete, the company will turn its attention to raising a Series A for additional growth.

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, Aaron Shapiro, certify that:

- (1) the financial statements of Graff Golf LLC included in this Form are true and complete in all material respects ; and
- (2) the tax return information of Graff Golf LLC included in this Form reflects accurately the information reported on the tax return for Graff Golf LLC filed for the most recently completed fiscal year.

Aaron Shapiro
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.

All information presented to investors hosted on Wefunder.com is available in [Appendix A: Business Description & Plan](#).

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 printable documents 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 formats, 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:

<http://www.graff.golf/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](#)

[Appendix D: Director & Officer Work History](#)

[Aaron Shapiro](#)
[Adam Toll](#)
[Mike Eberle](#)
[Rob Eberle](#)
[Rowen Frazer](#)

[Appendix E: Supporting Documents](#)

[Graff Golf LLC - Operating Agreement.pdf](#)
[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](#)

[Appendix D: Director & Officer Work History](#)

[Aaron Shapiro](#)
[Adam Toll](#)
[Mike Eberle](#)
[Rob Eberle](#)
[Rowen Frazer](#)

[Appendix E: Supporting Documents](#)

[Graff Golf LLC - Operating Agreement.pdf](#)

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 an Annual Report and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Graff Golf LLC

By

Aaron Shapiro

Chief Executive Officer

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.

Michael Eberle

Co-Founder & CTO
1/19/2021

Rowen Frazer

VP of Marketing & Design
1/16/2021

Aaron Shapiro

Chief Executive Officer
1/15/2021

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.