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Woofy, Inc.

Form: Corporation

Date of organization 8/28/2016

26 West 81st Street
Fifth Floor
New York NY 10023

<http://HelloWoofy.com>

Wefunder Portal LLC

0001670254

007-00033

263503

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

Offering Statement

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.

I. Name of issuer:

Woofy, Inc.

☐ Yes ☒ No

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

For three years of business experience, refer to Appendix D: Director & Officer Work History.

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

For three years of business experience, refer to Appendix D: Director & Officer Work History.

PRINCIPAL SECURITY HOLDERS

INSTRUCTIONS TO QUESTIONS 6: The answer information must be provided in my 5 star that is no more than 170 days prior to the date of filing of this Closing statement.

To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting

BUSINESS AND ANTICIPATED BUSINESS PLAN

For a description of our business and our business plan, please refer to the

INSTRUCTION 10 (Qualifications): Refunder will provide your company's Refunder profile as an appendix (Appendix A) to the entry in PDF format. The submission will include an USA story and "read more" links in an uncollapsed format. A link will be collapsed.

This means that any information provided in your Weider 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.

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.

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

We depend on certain key personnel, including senior executives. Our future success depends on the efforts of key personnel. Arjun Raj is our founder and CEO managing many aspects of the business from product to tech to fundraising etc. The loss of his services would have a materially adverse effect on us. We expect to face intense competition to be able to attract and retain additional qualified personnel, and it cannot be assumed we will be able to attract or retain qualified personnel. There can be no guarantee of our future performance and you may lose your entire investment.

Our business could be negatively impacted by cyber security threats, attacks and other disruptions. Like others in our industry, we continue to face advanced and persistent attacks on our information infrastructure where we manage and store various proprietary information and sensitive/confidential data relating to our operations. These attacks may include sophisticated malware (viruses, worms, and other malicious software programs) and phishing emails that attack our products or otherwise exploit any security vulnerabilities. These intrusions sometimes may be zero-day malware that are difficult to identify because they are not included in the signature set of commercially available antivirus scanning programs. Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential information or that of our customers or other third parties, create system disruptions, or cause shutdowns. Additionally, sophisticated software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the information infrastructure. A disruption, infiltration or failure of our information infrastructure systems or any of our data centers as a result of software or hardware malfunctions, computer viruses, cyber-attacks, employee theft or misuse, power disruptions, natural disasters or accidents could cause breaches of data security, loss of critical data and performance delays, which in turn could adversely affect our business.

We are making forward looking statements. This Form C includes certain forward-looking statements and our estimates with respect to anticipated business prospects and financial performance. These estimates reflect various assumptions of our management that may or may not prove to be correct. Our current expectations are subject to the uncertainties and risks associated with new ventures including, but not limited to, market conditions, successful product development and acceptance, competition and overall economic conditions, and thus there is a substantial risk of the loss of your entire investment. Furthermore, even if we are able to develop and deploy our products and services, we cannot ensure a profitable return on investment.

Nothing herein should be relied upon as a promise of our future performance. Our ability to generate future revenues will depend on a number of factors, many of which are beyond our control. These factors include the rate of market acceptance of our products, regulatory developments and general economic trends. Due to these factors, we cannot anticipate with any degree of certainty what our revenues, if any, will be in future periods. You have limited historical financial data and operating results with which to evaluate our business and our prospects. As a result, you should consider our prospects in light of the early stage of our business in a new and rapidly evolving market.

Government regulation could impose burdensome requirements and restrictions that could impair demand for our products. Any government regulation of our products or services, whether at the federal, state or local level, may increase our costs and the price of our service, may have a negative impact on our revenue and profitability, and may challenge the commercial viability of our business. Changes to foreign, state, and local laws governing privacy, customer data, integration of partners or their use of data, and changes in payment system or partnering requirements could all have adverse impacts.

Our additional financing requirements could result in dilution to existing equity holders. The additional financings which the Company may require may in the future be obtained through one or more transactions which will effectively dilute the ownership interests of shareholders. The Company has the authority to issue additional shares of common stock and preferred stock, as well as additional classes or series of ownership interests or debt obligations which may be convertible into any one or more classes or series of ownership interests. Such securities may be issued without the approval or other consent of the Company's stockholders. Additionally, the Company may amend its creation documents to permit it to have more shares than it presently does. Rights of first purchase or rights of first refusal can also impact dilution and approval requirements for stock issuances.

The market for our product may be smaller than we expect and we may not be able to generate the revenue we expect. There can be no assurance that the market for our product is as we expect. Furthermore, the unit cost may not be achieved for many reasons, including the pricing of competing products, general economic conditions and the market. We may face significant competition in our markets, including now competition from other companies. We are competing with a variety of companies in the United States and abroad. A number of companies are much larger, well established, have longer-standing relationships with customers and potential business partners, have greater name recognition and have, or may have, access to significantly greater financial and marketing resources. If we are unable to compete effectively with competitors, our business, financial conditions and results of operations may be adversely affected.

The Company's management may have broad discretion in how the Company uses the net proceeds from an offering. Unless the Company has agreed to a specific use of the proceeds from an offering, the Company's management will have considerable discretion over the use of proceeds from their offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

The Company has the right to limit individual investors' commitment amount based on the Company's determination of an investor's sophistication. The Company may prevent investors from committing more than a certain amount to this offering based on the Company's belief of the investor's sophistication and ability to assume the risk of the investment. This means that your desired investment amount may be limited or lowered based solely on the Company's determination and not in line with relevant investment limits set forth by the Regulation Crowdfunding rules. This also means that other investors may receive larger allocations of the offering based solely on the Company's determination.

The Company has the right to conduct multiple closings during the Offering. If the Company meets certain terms and conditions, an intermediate close of the offering can occur, which will allow the Company to draw down on half of the proceeds committed and captured in the offering during the relevant period. The Company may choose to continue the offering thereafter. Investors should be mindful that this means they can make multiple investment commitments in the offering, which may be subject to different cancellation rights. For example, if an intermediate close occurs and later a material change occurs as the offering continues, investors whose investment commitments were previously closed upon will not have the right to re-confirm their investment as it will be deemed to have been completed prior to the material change.

The Company has the right to extend the offering deadline. The Company has the right to end the offering early. The Company may extend the offering deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Target Amount even after the offering deadline stated herein is reached. While you have the right to cancel your investment in the event the Company extends the offering, if you choose to reconfirm your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new offering deadline is reached without the Company receiving the Target Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Target Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you. The Company may also end the offering early if the offering reaches its target offering amount after 21 calendar days out before the deadline. The Company can end the offering with 5 business days' notice. This means your failure to participate in the offering in a timely manner may prevent you from being able to participate – it also means the Company may limit the amount of capital it can raise during the offering by ending it early.

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. You should not rely on the fact that our Form C is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this offering.

Neither the offering nor the securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company. No governmental agency has reviewed or passed upon this offering. The Company or any securities of the Company. The Company also has relied on exemptions from securities registration requirements under applicable state securities laws. Investors in the Company therefore will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this offering on their own or in conjunction with their personal advisors. Compliance with the criteria for securing exemptions under federal securities laws and the securities laws of the various states is extremely complex, especially in respect of those exemptions affording flexibility and the elimination of trading restrictions in respect of securities received in exempt transactions and

INSTRUCTIONS TO QUESTION 8. *Should generally list statements that include and, where 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.*

Warrants: _____

Options: _____

Loan	
Lender	Prashant Rai
Issue date	11/01/22
Amount	\$10,000.00

Outstanding principal plus interest \$10,000.00 as of 12/30/22
Interest rate 6.0% per annum
Maturity date 10/31/24
Current with payments Yes

Convertible Note

Issue date 09/16/16
Amount \$7,500.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 09/12/18

Convertible Note

Issue date 04/09/17
Amount \$50,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 04/10/19

Convertible Note

Issue date 11/01/17
Amount \$100,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 11/02/19

Convertible Note

Issue date 12/15/17
Amount \$5,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$5,000,000.00
Maturity date 12/12/19

Convertible Note

Issue date 05/05/18
Amount \$15,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 05/09/20

Convertible Note

Issue date 05/16/19
Amount \$25,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 05/17/21

Convertible Note

Issue date 11/05/19
Amount \$10,000.00
Interest rate 5.0% per annum
Discount rate 0.0%
Valuation cap \$2,000,000.00
Maturity date 11/06/20
Interest rate up to 75% of Face Based on Interest

Convertible Note

Issue date 12/05/19
Amount \$25,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 12/06/21

Convertible Note

Issue date 12/05/19
Amount \$15,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 12/06/21

Convertible Note

Issue date 12/13/19
Amount \$25,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$3,000,000.00
Maturity date 12/14/21

Convertible Note

Issue date 01/16/20
Amount \$70,000.00
Interest rate 5.0% per annum
Discount rate 0.0%
Valuation cap \$2,000,000.00
Maturity date 01/12/21
Interest rate up to 25% of Face based on Interest

Convertible Note

Issue date 04/30/20
Amount \$5,000.00
Interest rate 6.0% per annum
Discount rate 20.0%
Valuation cap \$5,000,000.00
Maturity date 12/03/20

Convertible Note

Issue date 08/05/20
Amount \$100,000.00
Interest rate 5.0% per annum
Discount rate 5.0%
Valuation cap \$5,000,000.00
Maturity date 08/06/22
Interest rate up to 75% of Face Based on Interest

Convertible Note

Issue date 10/14/20
Amount \$20,000.00
Interest rate 6.0% per annum
Discount rate 15.0%
Valuation cap \$9,000,000.00
Maturity date 04/15/22

Convertible Note

Issue date 05/09/21
Amount \$15,000.00
Interest rate 6.0% per annum
Discount rate 15.0%
Valuation cap \$9,000,000.00

1 2 3 4 5 6 7 8 9 10 11 12

Maturity date 05/10/23

Convertible Note

Issue date 07/12/22

Amount \$50,000.00

Interest rate 8.0% per annum

Discount rate 75.0%

Valuation cap \$18,000,000.00

Maturity date 01/13/22

Convertible Note

Issue date 07/13/22

Amount \$100,000.00

Interest rate 8.0% per annum

Discount rate 75.0%

Valuation cap \$18,000,000.00

Maturity date 01/14/23

Convertible Note

Issue date 07/20/22

Amount \$50,000.00

Interest rate 8.0% per annum

Discount rate 75.0%

Valuation cap \$18,000,000.00

Maturity date 01/19/23

Convertible Note

Issue date 12/20/22

Amount \$50,097.00

Interest rate 8.0% per annum

Discount rate 75.0%

Valuation cap \$18,000,000.00

Maturity date 12/21/23

INDICATORS AND DISCLOSURE OF nature the company, amount owed, interest rate, maturity date, and any other relevant info.

2b. What other exempt offerings has the issuer conducted within the last three years?

Offering Date	Exemption Regulation	Security Type	Amount Sold	Use of Proceeds
	Crowdfunding	Convertible Note	\$127,903	General operations
5/2019	Section 4(a)(7)	Convertible Note	\$25,000	General operations
11/2019	Section 4(a)(2)	Convertible Note	\$10,000	General operations
12/2019	Section 4(a)(2)	Convertible Note	\$15,000	General operations
12/2019	Section 4(a)(7)	Convertible Note	\$25,000	General operations
12/2019	Section 4(a)(2)	Convertible Note	\$25,000	General operations
1/2020	Section 4(a)(2)	Convertible Note	\$20,000	General operations
4/2020	Regulation Crowdfunding	SAFE	\$383,817	General operations
4/2020	Section 4(a)(2)	Convertible Note	\$5,000	General operations
8/2020	Section 4(a)(2)	Convertible Note	\$100,000	General operations
10/2020	Section 4(a)(2)	Convertible Note	\$20,000	General operations
12/2020	Regulation Crowdfunding	SAFE	\$183,358	General operations
4/2021	Regulation Crowdfunding	Convertible Note	\$200,996	General operations
5/2021	Section 4(a)(2)	Convertible Note	\$15,000	General operations
7/2022	Section 4(a)(2)	Convertible Note	\$50,000	General operations
7/2022	Section 4(a)(2)	Convertible Note	\$100,000	General operations
7/2022	Section 4(a)(2)	Convertible Note	\$50,000	General operations
12/2022	Section 4(a)(7)	Convertible Note	\$50,097	General operations

2c. 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)(7) of the Securities Act during the preceding 12-month period, includes 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 financial interest:

- any director or officer of the issuer;
 - any person who is, as of the most recent practicable date, the beneficial owner of 10 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 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	Prashant Rai
Amount Invested	\$10,000.00
Transaction type	Loan
Issue date	11/08/19
Outstanding principal plus interest	\$10,000.00 as of 04/24/23
Interest rate	6.0% per annum
Maturity date	11/08/24
Outstanding	Yes
Current with payments	Yes
Relationship	Relative
Name	Prashant Rai
Amount Invested	\$25,000.00
Transaction type	Loan
Issue date	07/01/20
Outstanding principal plus interest	\$28,433.00 as of 04/24/23
Interest rate	6.0% per annum
Maturity date	12/31/23
Outstanding	Yes
Current with payments	Yes
Relationship	Relative
Name	Arun Rai
Amount Invested	\$10,250.00
Transaction type	Loan
Issue date	07/18/22
Outstanding principal plus interest	\$6,928.00 as of 04/24/23
Interest rate	10.0% per annum
Maturity date	12/31/24
Outstanding	Yes
Current with payments	Yes
Relationship	Shareholder
Name	PRASHANT RAI
Amount Invested	\$25,000.00
Transaction type	Loan
Issue date	10/08/20
Outstanding principal plus interest	\$25,000.00 as of 10/8/22
Interest rate	6.0% per annum

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.

Since the date of our financials, our total addressable market as a result of COVID

INSTRUCCIONES (INSTRUCTIONS): The discussion must cover each of the issues when financial statements are provided, the issues with or prior opening the books, the discussion should focus on financial mistakes and operational, legal and other challenges. For issues with or opening the books, the discussion should focus on whether the financial records and each owner are representative of what investors should expect in the future. The table also contains the potentials of the offering and/or other issues or granting security of capital. Do not have the powers from the offering of all agent dignity member resulting from these points and any other details that are necessary in the stability of the business, and how quickly the trustee and/or agent need to establish each. Describe the other available sources of capital in the business, most likely the need to require contributions as shareholders. References to the issuer in this Question 27 and these instructions refer to the issuer and to contributors. (10%)

FINANCIAL INFORMATION

79. 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, Arjun Rai, certify that

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

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

Arjun Rai
Founder and CEO

OTHER MATERIAL INFORMATION

3f. 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 attached audited financial statements covering the 2020 fiscal year contain two discrepancies:

- 1) Footnote 9 of the financial statements references a minimum target of \$25,000 and a maximum target of \$5,000,000 for this Offering. Since the date of the financials, this has been revised to be a minimum target of \$50,000 and a maximum target of \$2,000,000, as mentioned throughout this Form C.
- 2) The balance sheet lists the outstanding balance of convertible notes to be \$517,500 as of 12/31/20; however, the correct amount is \$417,500, as indicated in Item 24 and 25 of this Form C.

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 cash 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 all 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 WeUnder 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 of Investor's 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 distribution the Investor would otherwise receive from the Company. XX Team will share its compensation with our Lead Investor. XX Team, however, will not share its compensation with any other employees of 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 the responsibility of the Company to the Investors. The Lead Investor will act on behalf of the Company (on behalf of the Investors). The Lead Investor will be chosen by the Company and approved by Werfelund Inc., and the identity of the Lead Investor will be disclosed to the Company. The Lead Investor will be responsible for the Company's efforts 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, the Company is able to raise additional capital through a private offering of investing in a non-Reg. D/under Crowdfunding offering of the Company. In such circumstances, the Lead Investor may act as a portfolio manager for that SPV and as a supervised person of Werfelund-Advisors and may be compensated through a fee arrangement with the Company. The Lead Investor will be compensated from multiple parties. The Lead Investor's goal is to maximize the value of the Company and to therefore maximize the value of the Company's securities. The Lead Investor and Lead Investor's interests should always be aligned with those of the Investors.

Investors that wish to purchase the Company's securities through Wefarancer Port 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 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 the Lead Investor's voting instructions. The XX arrangement may also benefit the Company by allowing the Company to reflect the XX arrangement 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 the services of an experienced Lead Investor (acting on behalf of XX Team) who is expected to make value-maximizing decisions regarding Investors' securities. The XX arrangement is intended to benefit both the value of the Company's business and also the value of its securities.

INSTRUCTIONS TO SUBMITTERS: If information is presented to submitters in a format, medium or other means not able to be reflected in text or portable document format, the User should include:

- (a) a description of the material/contents of such information;
- (b) a description of the format in which such information 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:
<http://HelloWoofy.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 investors or record holders;
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](#)
[Financials 3](#)
[Financials 4](#)

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

[Arjun Rai](#)
[Glenn Argenbright](#)

[Appendix E: Supportive Documents](#)

[Add new Form C attachments \(adults only\)](#)

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 Cooley Go Convertible Note](#)

[Cooley Go Convertible Note](#)

[Appendix C: Financial Statements](#)

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

[Arjun Rai](#)
[Glenn Argenbright](#)

[Appendix E: Supporting Documents](#)

Pursuant to the requirements of Sections 4(a)(6) and 4(A) of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonably 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.

Woofy, Inc.

By

Arjun Rai
Founder + CEO

Pursuant to the requirements of Sections 4(a)(6) and 4(A) 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.

Glenn Argenbright

Director
4/24/2023

Arjun Rai

Founder + CEO
4/24/2023