

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM C-AR

UNDER THE SECURITIES ACT OF 1933

(Mark one.)

- ☐ Form C: Offering Statement
☐ Form C-U: Progress Update
☐ Form C/A: Amendment to Offering Statement
☐ Check box if Amendment is material and investors must reconfirm within five business days.
☒ Form C-AR: Annual Report
☐ Form C-AR/A: Amendment to Annual Report
☐ Form C-TR: Termination of Reporting

Name of Issuer:

Grapestars International, Inc.

Legal status of Issuer:

Form:

Corporation

Jurisdiction of Incorporation/Organization:

Delaware

Date of Organization:

July 12, 2016

Physical Address of Issuer:

78 Southwest 7th Street, Miami, FL, United States

Website of Issuer:

<http://www.grapestars.com>

Current Number of Employees:

5

	Most recent fiscal year-end (2021)	Prior fiscal year-end (2020)
Total Assets	\$2,639,580	\$2,109,080
Cash and Cash Equivalents	\$552	\$485
Accounts Receivable	\$0	\$0
Short-term Debt	\$725,215	\$412,596
Long-term Debt	\$50,000	\$0
Revenues/Sales	\$1,248	\$34,714
Cost of Goods Sold	\$0	\$31,782
Taxes Paid	\$0	\$0
Net Income	-\$1,275,439	-\$1,473,807

Annual Report for Form C-AR

of

Grapestars International, Inc.

A Delaware corporation

April 29, 2022

GRAPESTARS INTERNATIONAL, INC.

Grapestars International, Inc., a Delaware corporation ("Grapestars," the "Company," "we," "us", or "our") is providing the information contained in this Form C-AR (together with all attachments and documentation incorporated herein by reference, the "**Form C-AR**") for the purpose of furnishing certain information about the Company as required under in 17 C.F.R. § 227.202.

You should rely only on the information contained in this Form C-AR, which will be filed with EDGAR and posted on the Company's website. We have not authorized anyone to provide any information or make any representations other than those contained in this Form C-AR. If anyone provides you with different or inconsistent information, you should not rely on it. This Form C-AR does not constitute an offer to sell or buy securities. The information contained in this Form C-AR and any documents incorporated by reference herein is accurate only as of the date of those respective documents, regardless of the time of delivery of this Form C-AR. Statements contained herein as to the content of any agreements or other documents are summaries and, therefore, are necessarily selective and incomplete and are qualified in their entirety by the actual agreements or other documents.

This Form C-AR may not be reproduced or used for any purpose other than the purpose stated above.

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This Form C-AR contains forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C-AR are forward-looking statements. Forward-looking statements give our current reasonable expectations and projections regarding our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "should," "can have," "likely" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C-AR and any documents incorporated by reference herein are based on reasonable assumptions we have made in light of our industry experience, perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this Form C-AR, you should understand that these statements are not guarantees of performance or results. Although we believe that these forward-looking statements are based on our assumptions, based on information currently available to us, you should be aware that many factors could affect our actual operating and financial performance and cause our performance to differ materially from the performance anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize or should any of these assumptions prove incorrect or change, our actual operating and financial performance may vary in material respects from the performance projected in these forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements made in this Form C-AR is accurate only as of the date of those respective documents and is based on information available to us on those dates. While this Form C-AR is dated as of the date set forth on the cover page of this Form C-AR, certain information is provided as of earlier dates, such as our financial statements. Except as required by law, we undertake no obligation to publicly update any forward-looking statements for any reason after the date of this Form C-AR or to conform these statements to actual results or to changes in our expectations.

YOU SHOULD NOT CONSTRUE THE CONTENTS OF THIS FORM C-AR AS LEGAL, ACCOUNTING OR TAX ADVICE OR AS INFORMATION APPLICABLE TO YOUR PARTICULAR FINANCIAL OR TAX SITUATION. EACH INVESTOR SHOULD CONSULT THEIR OWN FINANCIAL ADVISER, LEGAL COUNSEL TAX ADVISOR AND ACCOUNTANT AS TO LEGAL, ACCOUNTING, TAX AND RELATED MATTERS CONCERNING YOUR INVESTMENT.

No federal or state securities regulatory authority has passed on or approved the accuracy or adequacy of this Form C-AR or any attachment hereto. The Company has prepared and filed this Form C-AR pursuant to Regulation CF and will post a copy of this document to its website at <http://www.grapestars.com> no later than 120 days following the end of its fiscal year.

Ongoing Reporting

The Company 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 the Company's fiscal year until it is no longer required to do so as provided below. Once posted, the annual report may be found on the Company's website at <http://www.grapestars.com>.

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

- (1) the Company is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) the Company has filed at least three annual reports pursuant to Regulation CF and has total assets that do not exceed \$10,000,000;
- (3) the Company has filed at least one annual report pursuant to Regulation CF and has fewer than 300 holders of record;
- (4) the Company or another party repurchases all of the Securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the Company liquidates or dissolves its business in accordance with applicable state law.

Grapestars International, Inc.

FINANCIAL CONDITION OF GRAPESTARS INTERNATIONAL, INC.

Please see the financial information listed on the cover page of Form C-AR and attached hereto as Exhibit A. Additionally, reference to the financial condition of Grapestars International, Inc. is referenced throughout this Form C-AR.

The following summary highlights information contained elsewhere or incorporated by reference in this Form C-AR. This summary may not contain all of the information that may be important to you.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of 90 days or less to be cash equivalents.

As of March 31, 2022, the Company had an aggregate of \$25,000 in cash and cash equivalents, leaving the Company with approximately 6 months of runway.

Capital Expenditures and Other Obligations

The Company does not intend to make any material capital expenditures in the near future.

COMPANY INFORMATION

Issuer Legal Name: Grapestars International, Inc.

Form of Organization: Corporation

Jurisdiction in Which Issuer is Formed: Delaware

Date of Organization: July 12, 2016

Physical Address: 78 Southwest 7th Street, Miami, FL, United States

Web Site: <http://www.grapestars.com>

Locations in Which the Company Conducts Business: Florida

OFFICERS AND DIRECTORS

The names of the directors and officers (and any persons occupying a similar status or performing a similar function, including a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer and any person routinely performing similar functions) of the Company, all positions and offices with the Company held by such persons, the period of time in which such persons served in the position or office and their business experience during the past three years is included as follows:

Name	Positions and Offices Held at the Company	Principal Occupation and Employment Responsibilities	Education
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		for the Last Three (3) Years	
Jean Jean Pelletier	CEO, Director	GrapeStars - CEO. 2017 - Present	BS in Political Science - University of Montreal Certificate of Business Marketing - University of Montreal
Robert Pelletier	President	GrapeStars - President. 2017 - Present	N/A
Stephan Fortier	CEO, Director	The Fortier Creative Group - CEO. 1990-Present	Bachelor's in Accounting and Business Management- University of Quebec at Montreal
Bruno Gutton	Director	GrapeStars – Co-founder and Board Member: January 2017-Present	C.E.C.E. Aix-Marseille / M.B.A. in Logistics and Intl Trade from Groupe Ecole Internationale Des Affaires (E.I.A.)

CERTAIN BENEFICIAL OWNERSHIP OF THE COMPANY

No person beneficially owns more than 20% or more the of the Company's outstanding equity securities, calculated on the basis of voting power.

Restrictions on Transfer of Securities Sold in Reliance on Regulation CF

All securities sold in reliance on regulation CF may only be transferred or sold in accordance with the following:

(a) Securities issued in a transaction exempt from registration pursuant to section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)) and in accordance with section 4A of the Securities Act (15 U.S.C. 77d-1) may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued in a transaction exempt from registration pursuant to section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)), unless such securities are transferred:

- (1) To the issuer of the securities;
- (2) To an accredited investor;
- (3) As part of an offering registered with the Commission; or
- (4) 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.

(b) The term accredited investor means any person who comes within any of the categories set forth in 17 C.F.R. 230.501(a), or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

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

PRIOR OFFERINGS

We have made the following issuances of securities within the last three years:

Security Type	Principal Amount of Securities Sold	Number of Securities Issued	Use of Proceeds	Issue Date	Offering Exemption Relied Upon
Common Stock	\$1,000,000	3,020	Software Engineering	May 1, 2020	Section 4(a)(2)
Common Stock	\$3,309,805	27,782	Software Engineering	December 31, 2019	Section 4(a)(2)
Crowd SAFE	\$121,579	1	Working Capital	September 25, 2020	Regulation Crowdfunding

TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST

From time to time the Company may engage in transactions with related persons. Related persons are defined as any director or officer of the Company; any person who is the beneficial owner of twenty percent (20%) or more of the Company's outstanding voting equity securities, calculated on the basis of voting power; any promoter of the Company; any immediate family member of any of the foregoing persons or an entity controlled by any such person or persons. Additionally, the Company will disclose here any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, to which the issuer was or is to be a party and the amount involved exceeds five percent (5%) of the aggregate amount of capital raised by the issuer in reliance on section 4(a)(6), including the Target Offering Amount of this Offering, and the counter party is either (i) any director or officer of the issuer; (ii) any person who is, as of the most recent practicable date but no earlier than 120 days prior to the date the offering statement or report is filed, the beneficial owner of twenty percent (20%) or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power; (iii) if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or (iv) any member of the family of any of the foregoing persons, which includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and shall include adoptive relationships. The term *spousal equivalent* means a cohabitant occupying a relationship generally equivalent to that of a spouse.

The Company has conducted the following transactions with related persons: None

PRIOR COMPLIANCE WITH ONGOING REPORTING REQUIREMENTS

The Company closed its Regulation CF offering in September of 2020. It has filed a Form C-AR on May 3, 2021 for the calendar year 2020. This is the Company's second Form C-AR.

SIGNATURE

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

/s/Stephan Fortier

(Signature)

Stephan Fortier

(Name)

CEO

(Title)

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 Form C-AR has been signed by the following persons in the capacities and on the dates indicated.

/s/Jean Jean Pelletier

(Signature)

Jean Jean Pelletier

(Name)

CEO, Director

(Title)

April 29, 2022

(Date)

/s/Stephan Fortier

(Signature)

Stephan Fortier

(Name)

Director

(Title)

April 29, 2022

(Date)

/s/Bruno Gutton

(Signature)

Bruno Gutton

(Name)

Board Member

(Title)

April 29, 2022

(Date)

Instructions.

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
2. The name of each person signing the form shall be typed or printed beneath the signature. Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

Self-Certification of Financials

I, Stephan Fortier, being the CEO of Grapestars International, Inc., hereby certify as of the date of this Form C-AR that the financial statements of Grapestars International, Inc. included in this Form are true and complete in all material respects.

/s/ Stephan Fortier

(Signature)

Stephan Fortier

(Name)

CEO

(Title)

April 29, 2022

(Date)

EXHIBIT A

Financial Statements

GrapeStars International, Inc.

Balance Sheet
As of December 31, 2021

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
SVB Checking (1928)	551.63
Total Bank Accounts	\$551.63
Other Current Assets	
Pryor Cashman Retainer Balance	18,393.56
Total Other Current Assets	\$18,393.56
Total Current Assets	\$18,945.19
Fixed Assets	
Camera Equipment	10,453.97
Computers & Electronics	12,085.64
Total Fixed Assets	\$22,539.61
Other Assets	
App	957,325.18
App Development	1,590,696.30
Pre-constitution Expenses	50,074.08
Total Other Assets	\$2,598,095.56
TOTAL ASSETS	\$2,639,580.36
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Buratti PA Payable	32,440.45
Concepta Payable	50,083.73
Consultants Payable	18,000.00
Dentons Payable	1,900.00
Narvar, Inc. Payable	10,439.00
Payable Le Agency	98,000.00
Silverberg & Weiss Payable	8,831.50
Total Accounts Payable	\$219,694.68
Other Current Liabilities	
Accrued Income	3.69
Convertible Debentures	12,500.00
Interest Payable	273,017.00
Klink Payable	30,000.00
Short Term Loan - Debenture	190,000.00
Total Other Current Liabilities	\$505,520.69
Total Current Liabilities	\$725,215.37

GrapeStars International, Inc.

Balance Sheet
As of December 31, 2021

	TOTAL
Long-Term Liabilities	
Observatory payable	50,000.00
Total Long-Term Liabilities	\$50,000.00
Total Liabilities	\$775,215.37
Equity	
Capital Stock	5,944,709.31
Debentures Converted into Capital Stock	547,982.88
Initial capital stock	25,000.00
Republic Investment	117,879.00
Retained Earnings	-3,495,767.29
Net Income	-1,275,438.91
Total Equity	\$1,864,364.99
TOTAL LIABILITIES AND EQUITY	\$2,639,580.36

GrapeStars International, Inc.

Profit and Loss
January - December 2021

	TOTAL
Income	
Sales	1,248.48
Total Income	\$1,248.48
GROSS PROFIT	\$1,248.48
Expenses	
Accounting Fees	23,600.00
Advertising & Marketing	51,125.73
Bank Charges & Fees	3,569.49
Bonus	30,000.00
Call Center Customer Support	66,234.00
Consultants	
Consultants Fee	264,000.00
Consultants Others	156,722.89
Total Consultants	420,722.89
Entertainment - Business Development	146,675.66
Filings and Compliance	1,772.96
health insurance	15,600.00
Insurance	19,604.61
Interest Paid	144,757.00
Legal & Professional Fees	149,056.41
Office Supplies & Software	4,092.40
Payroll Processing Fees	1,755.04
Podcast	6,252.39
Postage	174.35
Promotional Expenses	800.00
Travel and Transportation	138,689.49
Utilities	24,340.98
Web Hosting	27,863.99
Total Expenses	\$1,276,687.39
NET OPERATING INCOME	\$ -1,275,438.91
NET INCOME	\$ -1,275,438.91

GrapeStars International, Inc.

Statement of Cash Flows

January - December 2021

	TOTAL
OPERATING ACTIVITIES	
Net Income	-1,276,006.65
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Beverage Advisory Group Payable	-2,000.00
Buratti PA Payable	-5,000.00
Dentons Payable	567.74
DPF Law Payable	-9,685.17
Nestor Vilolobos Payable	-6,000.00
Payable Le Agency	98,000.00
Convertible Debentures	-40,000.00
Interest Payable	128,757.00
Klink Payable	30,000.00
Short Term Loan - Debenture	90,000.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	284,639.57
Net cash provided by operating activities	\$ -991,367.08
INVESTING ACTIVITIES	
Computers & Electronics	-6,626.60
App	-30,000.00
App Development	-416,307.00
Net cash provided by investing activities	\$ -452,933.60
FINANCING ACTIVITIES	
Observatory payable	50,000.00
Capital Stock	1,394,367.31
Net cash provided by financing activities	\$ 1,444,367.31
NET CASH INCREASE FOR PERIOD	\$66.63
Cash at beginning of period	485.00
CASH AT END OF PERIOD	\$551.63

GrapeStars International, Inc.

Unaudited

Balance Sheet As of December 31, 2020

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
SVB Checking (1928)	485.00
Total Bank Accounts	\$485.00
Other Current Assets	
Pryor Cashman Retainer Balance	18,393.56
Total Other Current Assets	\$18,393.56
Total Current Assets	\$18,878.56
Fixed Assets	
Camera Equipment	10,453.97
Computers & Electronics	5,459.04
Total Fixed Assets	\$15,913.01
Other Assets	
App	957,325.18
App Development	1,066,889.30
Pre-constitution Expenses	50,074.08
Total Other Assets	\$2,074,288.56
TOTAL ASSETS	\$2,109,080.13
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Buratti PA Payable	22,516.45
Concepta Payable	50,083.73
Dentons Payable	3,512.35
Marketing Payable	3,750.00
Narvar, Inc. Payable	10,439.00
Silverberg & Weiss Payable	8,831.50
Total Accounts Payable	\$99,133.03
Other Current Liabilities	
Accrued Expense	-3.24
Accrued Income	3.69
Convertible Debentures	52,500.00
Interest Payable	145,963.00
Short Term Loan - Debenture	115,000.00
Total Other Current Liabilities	\$313,463.45
Total Current Liabilities	\$412,596.48
Total Liabilities	\$412,596.48
Equity	
Capital Stock	4,565,342.00
Debentures Converted into Capital Stock	547,982.88
Initial capital stock	25,000.00
Republic Investment	117,879.00
Retained Earnings	-2,085,913.71
Net Income	-1,473,806.52
Total Equity	\$1,696,483.65
TOTAL LIABILITIES AND EQUITY	\$2,109,080.13

GrapeStars International, Inc.

Profit and Loss
January - December 2020

	TOTAL
Income	
Sales	34,713.83
Total Income	\$34,713.83
Cost of Goods Sold	
Retailer Cost	31,781.68
Total Cost of Goods Sold	\$31,781.68
GROSS PROFIT	\$2,932.15
Expenses	
Accounting Fees	12,640.00
Advertising & Marketing	265,707.31
Bank Charges & Fees	13,052.44
Bonus	110,000.00
Brand Outreach	4,000.00
Call Center Customer Support	29,728.00
Celebrity Outreach	2,636.00
Consultants	297,786.52
Consultants Fee	283,200.00
Total Consultants	\$580,986.52
Employee Benefits	9,000.00
Entertainment - Business Development	36,157.53
Equipment Leasing	7,388.59
Insurance	19,171.18
Interest Paid	136,040.39
Legal & Professional Fees	119,390.48
Legal & Professional Services	2,390.00
Office Supplies & Software	2,509.77
Payroll Processing Fees	3,297.42
Podcast	24,757.10
Postage	146.85
Rent & Lease	3,957.71
Taxes & Licenses	2,878.82
Travel and Transportation	44,222.10
Utilities	18,191.60
Web Hosting	28,488.86
Total Expenses	\$1,476,738.67
NET OPERATING INCOME	\$-1,473,806.52
NET INCOME	\$-1,473,806.52

GrapeStars International, Inc.

Statement of Cash Flows

January - December 2020

	TOTAL
OPERATING ACTIVITIES	
Net Income	-1,473,806.52
Adjustments to reconcile Net Income to Net Cash provided by operations:	
Security Deposit WeWork	1,447.68
Buratti PA Payable	22,516.45
Concepta Payable	50,083.73
Dentons Payable	3,512.35
Marketing Payable	3,750.00
Narvar, Inc. Payable	10,439.00
Silverberg & Weiss Payable	8,831.50
Accrued Expense	-3.24
Accrued Income	3.69
Interest Payable	131,423.96
Shareholder Advance	128.36
Short Term Loan	-5,250.00
Short Term Loan - Debenture	-48,575.00
Total Adjustments to reconcile Net Income to Net Cash provided by operations:	178,308.48
Net cash provided by operating activities	\$-1,295,498.04
INVESTING ACTIVITIES	
App	-540,183.48
App Development	-400,305.98
Net cash provided by investing activities	\$-940,489.46
FINANCING ACTIVITIES	
Capital Stock	2,118,578.72
Republic Investment	117,879.00
Net cash provided by financing activities	\$2,236,457.72
NET CASH INCREASE FOR PERIOD	\$470.22
Cash at beginning of period	14.78
CASH AT END OF PERIOD	\$485.00