



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 19, 2023

Nick Bhargava
Chief Financial Officer
Groundfloor Yield LLC
600 Peachtree Street, Suite 810
Atlanta, GA 30308

Re: Groundfloor Yield LLC
Offering Statement on Form 1-A
Post-qualification Amendment
Filed March 23, 2023
File No. 024-11411

Dear Nick Bhargava:

We have reviewed your amendment and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response. After reviewing any amendment to your offering statement and the information you provide in response to these comments, we may have additional comments.

Form 1-A-POS filed March 23, 2023

General

1. We note the consent filed as exhibit 11.1. Please have your auditors revise their consent to reference the Form 1-A rather than the Form 1-K.
2. It appears you commenced your offering on May 14, 2021 and that offering is continuing. Please provide your analysis of how you are in compliance with the requirement that you update your offering statement on an annual basis as set forth in Rule 252(f)(iii)(2)(i) of Regulation A. Also, please clarify whether you have sold securities since the date that was 12 months after the qualification date.
3. Form 1-A requires that issuers specify the price of the securities being offered. This means that the interest rate payable on the note must be calculable by investors or determined by reference to a formula with publicly available inputs (for example, by reference to a

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benchmark). Your ability to change interest rates is within your complete discretion and therefore lacks transparency that is present when a rate is calculable by investors or determined by reference to a formula with publicly available inputs. Please revise your pricing method to comply with Regulation A. For additional guidance, please see Note 2 of Item 501(b)(3) from Regulation S-K.

4. We may have additional comments, including on your auto-invest program.
5. We note the disclosure on the FAQs section of Groundfloor's website that "Groundfloor pre-funds loans to real estate developers, then works with the U.S. Securities & Exchange Commission (SEC) to convert these loans into securities that are then sold to investors." Please revise this language consistent with the cover page legend set forth in in Rule 253(f) of Regulation A, as the SEC does not pass upon the merits or give its approval to any securities offered.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Pearlyne Paulemon at 202-551-8714 or Pam Howell at 202-551-3357 with any other questions.

Sincerely,

Division of Corporation Finance
Office of Real Estate & Construction

cc: Brian Korn, Esq.