Form C

Cover Page

Form C

Check box(es) that apply:

☐ Amendment

☐ Share Exchange Agreement

☐ Annual Report

☐ Semi-Annual Report

☐ Termination

Name of Issuer

Legal status of Issuer

Form of Organization

Jurisdiction of Organization

Date of Organization

Physical address of Issuer

Website of Issuer

Is there a successor entity?

Is there a predecessor entity?

Terms

Offering Exemption

Type of Security Offered

Maximum number of Securities offered

Price per Security

Minimum Investment Amount per Investor

Offering Deadline

Use of proceeds

Describe the process(es) to complete the transaction.

Describe the terms of the Escrow Agreement.

Will the Issuer conduct the offering using one or more intermediaries?

Compensation

Ownership and Dilution

Describe the ownership percentage of the Securities being offered and the dilution that may occur as a result of the issuance of such Securities.

Describe the ownership percentage of the Securities being offered and the dilution that may occur as a result of the issuance of such Securities.

Type of Security	Ownership Percentage	Dilution
[]	[]	[]

Describe the material terms of any indebtedness of the Issuer.

Creditor	Amount Owed	Interest Rate	Maturity Date
[]	[]	[]	[]

Describe any other rights of the Securities.

Valuation

Describe the valuation of the Issuer's Securities.

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Describe the material factors that may affect the valuation of the Issuer's Securities being offered as set forth above.

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Describe the risks to purchasers of the Securities relating to minority ownership.

Describe the risks to purchasers of the Securities relating to minority ownership.

Describe the risks to purchasers associated with corporate actions including additional issuances of Securities, issuer repurchases of Securities, a sale of the Issuer or of assets of the Issuer or transactions with related parties.

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Offering Statement

Purchase Price of Security Offered

Amount of Security Offered

Describe any rights to pre-order the Securities.

Describe any rights to pre-order the Securities.

Describe any rights to purchase additional Securities.

Describe any rights to purchase additional Securities.

Describe any rights to convert the Securities.

Describe any rights to convert the Securities.

Describe any rights to redeem the Securities.

Describe any rights to redeem the Securities.

Describe any rights to receive dividends.

Describe any rights to receive dividends.

Describe any rights to participate in profits.

Describe any rights to participate in profits.

Describe any rights to receive a liquidation preference.

Describe any rights to receive a liquidation preference.

Describe any rights to receive a return of capital.

Describe any rights to receive a return of capital.

Describe any rights to participate in the governance of the Issuer.

Describe any rights to participate in the governance of the Issuer.

Describe any rights to receive information from the Issuer.

Describe any rights to receive information from the Issuer.

Describe any rights to receive a conversion premium.

Describe any rights to receive a conversion premium.

Describe any rights to receive a discount.

Describe any rights to receive a discount.

Describe any rights to receive a valuation cap.

Describe any rights to receive a valuation cap.

Describe any rights to receive a pro rata share.

Describe any rights to receive a pro rata share.

Describe any rights to receive a most favored nation provision.

Describe any rights to receive a most favored nation provision.

Describe any rights to receive a right of first refusal.

Describe any rights to receive a right of first refusal.

Describe any rights to receive a drag along right.

Describe any rights to receive a drag along right.

Describe any rights to receive a tag along right.

Describe any rights to receive a tag along right.

Describe any rights to receive a pre-emptive right.

Describe any rights to receive a pre-emptive right.

Describe any rights to receive a right of co-sale.

Describe any rights to receive a right of co-sale.

Describe any rights to receive a right of first offer.

Describe any rights to receive a right of first offer.

Describe any rights to receive a right of redemption.

Describe any rights to receive a right of redemption.

Describe any rights to receive a right of repurchase.

Describe any rights to receive a right of repurchase.

Describe any rights to receive a right of refusal.

Describe any rights to receive a right of refusal.

Describe any rights to receive a right of first refusal and co-sale.

Describe any rights to receive a right of first refusal and co-sale.

Describe any rights to receive a right of first refusal and pre-emptive right.

Describe any rights to receive a right of first refusal and pre-emptive right.

Describe any rights to receive a right of first refusal and drag along right.

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