Form C

Cover Page

Form C

Check box(es) that apply:

☐ Amendment

☐ Check box if Issuer has filed a Form C-AR

☐ Check box if Issuer has filed a Form C-AR/A

Name of Issuer:

Legal Status of Issuer:

Form:

Jurisdiction of Incorporation/Organization:

Date of Organization:

Physical Address of Issuer:

Website of Issuer:

Is there a co-issuer?

Name of Intermediary through which the Offering will be conducted:

CIK Number of Intermediary:

SEC File Number of Intermediary:

CRD Number of Intermediary:

Are there any persons other than the Intermediary listed above that have been or will be compensated, directly or indirectly, for providing services to the Issuer regarding the Offering?

Type of Security Offered:

Target Number of Securities to be Offered:

Price (or method for determining price):

Target Offering Amount:

Oversubscriptions Accepted:

Maximum Offering Amount:

Deadline to reach the Target Offering Amount:

Current Number of Employees:

	Most recent fiscal year-end	Prior fiscal year-end
Total Assets		
Cash & Cash Equivalents		
Accounts Receivable		
Short-term Debt		
Long-term Debt		
Revenues/Sales		
Cost of Goods Sold		
Taxes Paid		
Net Income		

Offering Statement

Description of Business

Describe the business of the Issuer, and the anticipated business plan of the Issuer.

Business Plan

Use of Proceeds

Describe the use of proceeds for the Offering if the Issuer sells the Target Offering Amount and sells the Maximum Offering Amount.

The Offering and the Securities

Describe the terms of the Offering, including the manner in which the Issuer will issue the Securities or arrange for the Securities to be issued to investors, when investors will receive the Securities and return of funds to investors, and the anticipated Closing Date(s).

Describe the terms of the Securities being offered.

Voting and Control

Describe how the exercise of voting rights by holders of the Securities may be limited, or how they may be precluded entirely, including by shareholder agreement, proxy agreement, boilerplate provisions in the Issuer's organizational documents, or otherwise.

Restrictions on Transfer

Describe any restrictions on transfer of the Securities.

Investor Rights

Describe any rights that investors will receive, such as boilerplate pre-emptive rights.

Other Material Terms

Describe any other material terms of the Securities.

Tax Matters

Describe any material tax matters relating to the Securities and the Offering.

Ownership and Capital Structure

Ownership

Describe the ownership of the Issuer's voting equity securities.

Capitalization

Describe the capitalization of the Issuer, including the number of authorized and outstanding equity securities, debt securities, and convertible securities.

Material Changes and Other Information

Describe any material changes to the Issuer's capitalization during the current fiscal year and the previous fiscal year.

Describe any other material information regarding the Issuer's capitalization.

Material Changes and Other Information

Describe any material changes to the Issuer's ownership during the current fiscal year and the previous fiscal year.

Describe any other material information regarding the Issuer's ownership.

Indebtedness of the Issuer

Describe any indebtedness of the Issuer, including the amount and other important terms.

Ongoing Reporting

The Issuer will file a report electronically with the SEC annually and post the report on its website, no later than:

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

(1) the Issuer is required to file reports under Exchange Act Section 13(a) or Section 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 $10,000,000;

(4) the Issuer or another party purchases or repurchases all of the Securities issued pursuant to Regulation CF, including any payment in full of debt Securities or any complete redemption of redeemable Securities; or

(5) the Issuer liquidates or dissolves in accordance with state law.

The Issuer may terminate reporting in the future by posting the following information on its website:

The Issuer will provide the following additional information:

Financial Condition of the Issuer

Liquidity

Describe the Issuer's liquidity, including its ability to meet its cash needs for the next 12 months.

Capital Resources

Describe the Issuer's capital resources, including any material changes during the current fiscal year.

Capital Expenditures and Other Obligations

Describe any material capital expenditures or other material obligations of the Issuer.

Material Changes and Other Information

Describe any material changes to the Issuer's financial condition during the current fiscal year and the previous fiscal year.

Describe any other material information regarding the Issuer's financial condition.

Trends and Uncertainties

Describe any trends or uncertainties that may affect the Issuer's financial condition.

Financial Information

Attach financial statements and tax returns.

Stakeholder Eligibility

Affiliated Entities

Are any officers, directors, or owners of 20% or more of the outstanding voting equity securities of the Issuer also officers, directors, or owners of 20% or more of the outstanding voting equity securities of any other company engaged in the same or similar line of business as the Issuer?

Material Changes and Other Information

Describe any material changes to the Issuer's stakeholder eligibility during the current fiscal year and the previous fiscal year.

Describe any other material information regarding the Issuer's stakeholder eligibility.

Other Material Information

Describe any other material information regarding the Issuer and the Offering.

Ongoing Reporting

1. The Issuer will file a report electronically with the SEC annually and post the report on its website, no later than:

2. The Issuer must continue to comply with the ongoing reporting requirements until:

(1) the Issuer is required to file reports under Exchange Act Section 13(a) or Section 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 $10,000,000;

(4) the Issuer or another party purchases or repurchases all of the Securities issued pursuant to Regulation CF, including any payment in full of debt Securities or any complete redemption of redeemable Securities; or

(5) the Issuer liquidates or dissolves in accordance with state law.

3. The Issuer may terminate reporting in the future by posting the following information on its website:

4. The Issuer will provide the following additional information:

Approvals

Name of Director Approving Form

Name of Co-Issuer Director Approving Form (if applicable)

Name of Principal Executive Officer Approving Form

Name of Co-Issuer Principal Executive Officer Approving Form (if applicable)

Name of Principal Financial Officer Approving Form

Name of Co-Issuer Principal Financial Officer Approving Form (if applicable)

Name of Principal Accounting Officer Approving Form

Name of Co-Issuer Principal Accounting Officer Approving Form (if applicable)

Signatures

Instruction to Issuer. Each person required to sign this Form C must type or otherwise enter his or her name in the space provided below.

Name of Director

Name of Co-Issuer Director (if applicable)

Name of Principal Executive Officer

Name of Co-Issuer Principal Executive Officer (if applicable)

Name of Principal Financial Officer

Name of Co-Issuer Principal Financial Officer (if applicable)

Name of Principal Accounting Officer

Name of Co-Issuer Principal Accounting Officer (if applicable)

Steve Liset

Steve Liset

Kevin Gallagher

Kevin Gallagher

Brian Gerard Brazos

Brian Gerard Brazos

Dr. Terry Zinneman

Dr. Terry Zinneman