

**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:***

All3D, Inc.

***Legal status of Issuer:***

***Form:***

Corporation

***Jurisdiction of Incorporation/Organization:***

Delaware

***Date of Organization:***

March 2, 2020

***Physical Address of Issuer:***

541 19<sup>th</sup> Avenue, San Francisco, CA 94121, United States

***Website of Issuer:***

<https://www.all3d.ai>

***Current Number of Employees:***

7 full-time employees.

	<b>Most recent fiscal year-end (2022)</b>	<b>Prior fiscal year-end (2021)</b>
<b>Total Assets</b>	\$2,028,402	\$457,584
<b>Cash &amp; Cash Equivalents</b>	\$1,863,054	\$344,770
<b>Accounts Receivable</b>	\$133,562	\$55,748
<b>Current Liabilities</b>	\$522,296	\$572,051
<b>Long-term Liabilities</b>	\$2,785,199	\$1,259,707
<b>Revenues/Sales</b>	\$1,407,731	\$434,862
<b>Cost of Goods Sold</b>	\$327,770	\$191,595
<b>Taxes Paid</b>	\$0	\$0
<b>Net Income/(Net Loss)</b>	\$(39,044)	\$(859,251)

## Table of Contents

<a href="#">FORM C-AR</a>	
<a href="#">ABOUT THIS FORM C-AR</a>	1
<a href="#">FORWARD-LOOKING STATEMENTS</a>	1
<a href="#">OTHER INFORMATION</a>	2
<a href="#">Bad Actor Disclosure</a>	2
<a href="#">SIGNATURE</a>	3
 EXHIBIT A: Annual Report	
<a href="#">SUMMARY</a>	4
<a href="#">The Company</a>	4
<a href="#">RISK FACTORS</a>	5
<a href="#">Risks Related to the Company’s Business and Industry</a>	5
<a href="#">BUSINESS</a>	10
<a href="#">Description of the Business</a>	10
<a href="#">Business Plan</a>	10
<a href="#">The Company’s Products and/or Services</a>	10
<a href="#">Competition</a>	10
<a href="#">Customer Base</a>	10
<a href="#">Intellectual Property</a>	11
<a href="#">Domain Names</a>	11
<a href="#">Governmental/Regulatory Approval and Compliance</a>	11
<a href="#">Litigation</a>	11
<a href="#">DIRECTORS, OFFICERS, AND MANAGERS</a>	12
<a href="#">Indemnification</a>	13
<a href="#">Employees</a>	13
<a href="#">CAPITALIZATION, DEBT AND OWNERSHIP</a>	14
<a href="#">Capitalization</a>	14
<a href="#">Debt</a>	16
<a href="#">Previous Offerings of Securities</a>	17
<a href="#">Ownership</a>	17
<a href="#">FINANCIAL INFORMATION</a>	18
<a href="#">Operations</a>	18
<a href="#">Cash and Cash Equivalents</a>	18
<a href="#">Liquidity and Capital Resources</a>	18
<a href="#">Capital Expenditures and Other Obligations</a>	18
<a href="#">Material Changes and Other Information</a>	18
<a href="#">TRANSACTIONS WITH RELATED PERSONS AND CONFLICTS OF INTEREST</a>	19
 EXHIBIT B: Financials	20

April 12, 2023

ALL3D, Inc.



This Form C-AR (including the cover page and all exhibits attached hereto, the “**Form C-AR**”) is being furnished by ALL3D, Inc. (“**ALL3D**,” the “**Company**,” “**we**,” “**us**,” or “**our**”) for the sole purpose of providing certain information about the Company as required by the U.S. Securities and Exchange Commission (“**SEC**” or “**Commission**”).

No federal or state securities commission or regulatory authority has passed upon the accuracy or adequacy of this document. The SEC does not pass upon the accuracy or completeness of any disclosure document or literature. The Company is filing this Form C-AR pursuant to Regulation CF (§ 227.100 et seq.) which requires that it must file a report with the Commission and annually post the report on its website at <https://www.all3d.ai/> no later than 120 days after the end of each fiscal year covered by the report. The Company may terminate its reporting obligations in the future in accordance with Rule 202(b) of Regulation CF (§ 227.202(b)) by (1) being required to file reports under Section 13(a) or Section 15(d) of the Exchange Act of 1934, as amended, (2) filing at least one annual report pursuant to Regulation CF and having fewer than 300 holders of record, (3) filing annual reports for three years pursuant to Regulation CF and having assets equal to or less than \$10,000,000, (4) the repurchase of all the Securities sold pursuant to Regulation CF by the Company or another party or (5) the liquidation or dissolution of the Company.

The date of this Form C-AR is April 12, 2023.

***THIS FORM C-AR DOES NOT CONSTITUTE AN OFFER TO PURCHASE OR SELL SECURITIES.***

#### **ABOUT THIS FORM C-AR**

You should rely only on the information contained in this Form C-AR. We have not authorized anyone to provide any information different from that contained in this Form C-AR. If anyone provides you with different or inconsistent information, you should not rely on it. 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.

You should assume that the information contained in this Form C-AR is accurate only as of the date of this Form C-AR, regardless of the time of delivery of this Form C-AR. Our business, financial condition, results of operations, and prospects may have changed since that date.

#### **FORWARD-LOOKING STATEMENTS**

This Form C-AR and any documents incorporated by reference herein or therein, including Exhibit A and Exhibit B, contain 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 the Company’s current reasonable expectations and projections regarding its 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 the Company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments and other factors it believes 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. They involve risks, uncertainties (many of which are beyond the Company's control) and assumptions. Although the Company believes that these forward-looking statements are based on reasonable assumptions, 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.

Any forward-looking statements made in this Form C-AR or any documents incorporated by reference herein or therein is accurate only as of the date of this Form C-AR. Factors or events that could cause our actual operating and financial performance to differ may emerge from time to time, and it is not possible for the Company to predict all of them. Except as required by law, the Company undertakes no obligation to publicly update any forward-looking statements for any reason after the date of this Form C-AR, whether as a result of new information, future developments or otherwise, or to conform these statements to actual results or to changes in our expectations.

## **OTHER INFORMATION**

**The Company has not failed to comply with the ongoing reporting requirements of Regulation CF § 227.202 in the past.**

### **Bad Actor Disclosure**

The Company is not subject to any Bad Actor Disqualifications under any relevant U.S. securities laws.

## 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 C-AR to be signed on its behalf by the duly authorized undersigned.

The issuer also certifies that the attached financial statements are true and complete in all material respects.

/s/ Amra Tareen

(Signature)

Amra Tareen

(Name)

Chief Executive Officer

(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/ Amra Tareen

(Signature)

Amra Tareen

(Name)

Director

(Title)

April 12, 2023

(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.

**EXHIBIT A  
ANNUAL REPORT  
(EXHIBIT A TO FORM C-AR)  
April 12, 2023**

**ALL3D, Inc.**



**SUMMARY**

*The following summary is qualified in its entirety by more detailed information that may appear elsewhere in the Form C-AR and the Exhibits hereto. This summary may not contain all of the information that may be important to you. You should read the entire Form C-AR carefully, including this Exhibit A and Exhibit B therein.*

**Description of the Business**

ALL3D, Inc. is a direct-to-consumer and business-to-business global operation that offers 3D asset creation, management and services, creating the highest quality 3D models for any application. The Company was incorporated in Delaware as a corporation on March 2, 2020.

The Company is located at 541 19<sup>th</sup> Avenue, San Francisco, CA 94121, United States.

The Company's website is <https://www.all3d.ai>.

The Company is headquartered and qualified to conduct business in California. The Company also sells its products and services through the Internet and throughout the United States and Europe.

The Company, having sold securities pursuant to Regulation Crowdfunding under the Securities Act of 1933, is filing this annual report pursuant to Rule 202 of Regulation Crowdfunding for the fiscal year ended December 31, 2022. We have filed this report as of the filing date above, and the report may be found on the Company's website.

The information on the Company available on or through our website is not a part of this Form C-AR.

## RISK FACTORS

*The SEC requires the Company to identify risks that are specific to its business and financial condition. The Company is still subject to all the same risks that all companies in its business, and all companies in the economy, are exposed to. These include risks relating to economic downturns, political and economic events and technological developments (such as hacking and the ability to prevent hacking). Additionally, early-stage companies are inherently riskier than more developed companies. You should consider general risks as well as specific risks, including, but not limited to, those noted herein.*

### **Risks Related to the Company's Business and Industry**

***We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters.***

The Company is still in an early phase and we are just beginning to implement our business plan. There can be no assurance that we will ever operate profitably. The likelihood of our success should be considered in light of the problems, expenses, difficulties, complications and delays usually encountered by early-stage companies. The Company may not be successful in attaining the objectives necessary for it to overcome these risks and uncertainties.

***Global crises, such as COVID-19, can have a significant effect on our business operations and revenue projections.***

A significant outbreak of contagious diseases, such as COVID-19, in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, including the United States where we principally operate, resulting in an economic downturn that could reduce the demand for our products and services and impair our business prospects, including as a result of being unable to raise additional capital on acceptable terms to us, if at all.

***The amount of capital the Company has on hold may not be enough to sustain the Company's current business plan.***

In order to achieve the Company's near and long-term goals, the Company may need to procure additional funds. There is no guarantee the Company will be able to raise such funds on acceptable terms or at all. If we are not able to raise sufficient capital in the future, we may not be able to execute our business plan, our continued operations will be in jeopardy and we may be forced to cease operations and sell or otherwise transfer all or substantially all of our remaining assets, which could cause an Investor to lose all or a portion of their investment.

***We may face potential difficulties in obtaining capital.***

We may have difficulty raising needed capital in the future as a result of, among other factors, a lack of revenues from sales, as well as the inherent business risks associated with our Company and present and future market conditions. Our business currently has limited sales and future sources of revenue may not be sufficient to meet our future capital requirements. We may require additional funds to execute our business strategy and conduct our operations. If adequate funds are unavailable, we may be required to delay, reduce the scope of or eliminate one or more of our research, development or commercialization programs, product launches or marketing efforts, any of which may materially harm our business, financial condition and results of operations.

***We may implement new lines of business or offer new products and services within existing lines of business.***

As an early-stage company, we may implement new lines of business at any time. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved, and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.



***We rely on other companies to provide services.***

We depend on third party vendors to meet our contractual obligations to our customers and conduct our operations. Our ability to meet our obligations to our customers may be adversely affected if vendors do not provide the agreed-upon services in compliance with customer requirements and in a timely and cost-effective manner. Likewise, the quality of our services may be adversely impacted if companies to whom we delegate certain services do not perform to our, and our customers', expectations. Our vendors may also be unable to quickly recover from natural disasters and other events beyond their control and may be subject to additional risks such as financial problems that limit their ability to conduct their operations. The risk of these adverse effects may be greater in circumstances where we rely on only one or two vendors for a particular service.

***We face various risks as an e-commerce retailer.***

As part of our growth strategy, we have made significant investments to grow our e-commerce business. We may require additional capital in the future to sustain or grow our e-commerce business. Business risks related to our e-commerce business include our inability to keep pace with rapid technological change, failure in our security procedures or operational controls, failure or inadequacy in our systems or labor resource levels to effectively process customer orders in a timely manner, government regulation and legal uncertainties with respect to e-commerce, and collection of sales or other taxes by one or more states or foreign jurisdictions. If any of these risks materialize, they could have an adverse effect on our business. In addition, we face competition from other internet retailers, and may continue to face increased competition in the future from internet retailers who enter the market. Our failure to positively differentiate our product and services offerings or customer experience from these internet retailers could have a material adverse effect on our business, financial condition and results of operations.

***Fluctuations in the use of virtual creation and web design could impact demand for our products.***

Changes in user buying patterns could impact demand for our virtual creation and web design products. Although we believe that users will still employ virtual creation and web design remotely, we still could experience reduced demand for our services if users prefer to visit an actual location than order and create such products online. If this were to occur, it could have an adverse effect on our growth, financial performance and success.

***We rely on various intellectual property rights in order to operate our business.***

The Company relies on certain intellectual property rights, particularly trade secrets, to operate its business. The Company's intellectual property rights are unregistered and may not be sufficiently broad or otherwise may not provide us a significant competitive advantage. In addition, the steps that we have taken to maintain and protect our intellectual property may not prevent it from being challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to us because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of our intellectual property. Our failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect our intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact our competitive position and results of operations. We also rely on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect our trade secrets and other proprietary rights and will not be breached, that we will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to our trade secrets or other proprietary rights. As we expand our business, protecting our intellectual property will become increasingly important. The protective steps we have taken may be inadequate to deter our competitors from using our proprietary information. In order to protect or enforce our intellectual property rights, we may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against us with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. We cannot assure you that we will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

***The Company's success depends on the experience and skill of its executive officers and key employees.***

We are dependent on our executive officers and key employees. These persons may not devote their full time and attention to the matters of the Company. The loss of any or all of our executive officers and key employees could harm the Company's business, financial condition, cash flow and results of operations.

***Although dependent on certain key personnel, the Company does not have any key person life insurance policies on any such people.***

We are dependent on certain key personnel in order to conduct our operations and execute our business plan, however, the Company has not purchased any insurance policies with respect to those individuals in the event of their death or disability. Therefore, if any of these personnel die or become disabled, the Company will not receive any compensation to assist with such person's absence. The loss of such person could negatively affect the Company and our operations. We have no way to guarantee key personnel will stay with the Company, as many states do not enforce non-competition agreements, and therefore acquiring key man insurance will not ameliorate all of the risk of relying on key personnel.

***In order for the Company to compete and grow, it must attract, recruit, retain and develop the necessary personnel who have the needed experience.***

Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and will require our existing management and other personnel to develop additional expertise. We face intense competition for personnel, making recruitment time-consuming and expensive. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our product candidates. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in product development, loss of customers and sales and diversion of management resources, which could adversely affect operating results. Our consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts with third parties that may limit their availability to us, which could further delay or disrupt our product development and growth plans.

***We need to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment.***

To succeed in our intensely competitive industry, we must continually improve, refresh and expand our product and service offerings to include newer features, functionality or solutions, and keep pace with changes in the industry. Shortened product life cycles due to changing customer demands and competitive pressures may impact the pace at which we must introduce new products or implement new functions or solutions. In addition, bringing new products or solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate changing customer needs and trends. We must continue to respond to changing market demands and trends or our business operations may be adversely affected.

***The development and commercialization of our products is highly competitive.***

We face competition with respect to any products that we may seek to develop or commercialize in the future. Our competitors include major companies worldwide. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing approved products and thus may be better equipped than us to develop and commercialize products. These competitors also compete with us in recruiting and retaining qualified personnel and acquiring technologies. Smaller or early stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. Accordingly, our competitors may commercialize products more rapidly or effectively than we are able to, which would adversely affect our competitive position, the likelihood that our products will achieve initial market acceptance, and our ability to generate meaningful additional revenues from our products.

***Industry consolidation may result in increased competition, which could result in a loss of customers or a reduction in revenue.***

Some of our competitors have made or may make acquisitions or may enter into partnerships or other strategic relationships to offer more comprehensive services than they individually had offered or achieve greater economies of scale. In addition, new entrants not currently considered to be competitors may enter our market through acquisitions, partnerships or strategic relationships. We expect these trends to continue as companies attempt to strengthen or maintain their market positions. The potential entrants may have competitive advantages over us, such as greater name recognition, longer operating histories, more varied services and larger marketing budgets, as well as greater financial, technical and other resources. The companies resulting from combinations or that expand or vertically integrate their business to include the market that we address may create more compelling service offerings and may offer greater pricing flexibility than we can or may engage in business practices that make it more difficult

for us to compete effectively, including on the basis of price, sales and marketing programs, technology or service functionality. These pressures could result in a substantial loss of our customers or a reduction in our revenue.

***Damage to our reputation could negatively impact our business, financial condition and results of operations.***

Our reputation and the quality of our brand are critical to our business and success in existing markets and will be critical to our success as we enter new markets. Any incident that erodes consumer loyalty for our brand could significantly reduce its value and damage our business. We may be adversely affected by any negative publicity, regardless of its accuracy. Also, there has been a marked increase in the use of social media platforms and similar devices, including blogs, social media websites and other forms of internet-based communications that provide individuals with access to a broad audience of consumers and other interested persons. The availability of information on social media platforms is virtually immediate as is its impact. Information posted may be adverse to our interests or may be inaccurate, each of which may harm our performance, prospects or business. The harm may be immediate and may disseminate rapidly and broadly, without affording us an opportunity for redress or correction.

***Our business could be negatively impacted by cyber security threats, attacks and other disruptions.***

We may 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.

***Security breaches of confidential customer information, in connection with our electronic processing of credit and debit card transactions, or confidential employee information may adversely affect our business.***

Our business requires the collection, transmission and retention of personally identifiable information, in various information technology systems that we maintain and in those maintained by third parties with whom we contract to provide services. The integrity and protection of that data is critical to us. The information, security and privacy requirements imposed by governmental regulation are increasingly demanding. Our systems may not be able to satisfy these changing requirements and customer and employee expectations, or may require significant additional investments or time in order to do so. A breach in the security of our information technology systems or those of our service providers could lead to an interruption in the operation of our systems, resulting in operational inefficiencies and a loss of profits. Additionally, a significant theft, loss or misappropriation of, or access to, customers’ or other proprietary data or other breach of our information technology systems could result in fines, legal claims or proceedings.

***The use of individually identifiable data by our business, our business associates and third parties is regulated at the state, federal and international levels.***

The regulation of individual data is changing rapidly, and in unpredictable ways. A change in regulation could adversely affect our business, including causing our business model to no longer be viable. Costs associated with information security – such as investment in technology, the costs of compliance with consumer protection laws and costs resulting from consumer fraud – could cause our business and results of operations to suffer materially. Additionally, the success of our online operations depends upon the secure transmission of confidential information over public networks, including the use of cashless payments. The intentional or negligent actions of employees, business associates or third parties may undermine our security measures. As a result, unauthorized parties may obtain access to our data systems and misappropriate confidential data. There can be no assurance that advances in computer capabilities, new discoveries in the field of cryptography or other developments will prevent the compromise of our customer transaction processing capabilities and personal data. If any such compromise of our security or the security of information residing with our business associates or third parties were to occur, it could have a material adverse

effect on our reputation, operating results and financial condition. Any compromise of our data security may materially increase the costs we incur to protect against such breaches and could subject us to additional legal risk.

***The Company is not subject to Sarbanes-Oxley regulations and may lack the financial controls and procedures of public companies.***

The Company may not have the internal control infrastructure that would meet the standards of a public company, including the requirements of the Sarbanes Oxley Act of 2002. As a privately-held (non-public) Company, the Company is currently not subject to the Sarbanes Oxley Act of 2002, and its financial and disclosure controls and procedures reflect its status as a development stage, non-public company. There can be no guarantee that there are no significant deficiencies or material weaknesses in the quality of the Company's financial and disclosure controls and procedures. If it were necessary to implement such financial and disclosure controls and procedures, the cost to the Company of such compliance could be substantial and could have a material adverse effect on the Company's results of operations.

***Changes in federal, state or local laws and government regulation could adversely impact our business.***

The Company is subject to legislation and regulation at the federal and local levels and, in some instances, at the state level. New laws and regulations may impose new and significant disclosure obligations and other operational, marketing and compliance-related obligations and requirements, which may lead to additional costs, risks of non-compliance, and diversion of our management's time and attention from strategic initiatives. Additionally, federal, state and local legislators or regulators may change current laws or regulations which could adversely impact our business. Further, court actions or regulatory proceedings could also change our rights and obligations under applicable federal, state and local laws, which cannot be predicted. Modifications to existing requirements or imposition of new requirements or limitations could have an adverse impact on our business.

***We operate in a highly regulated environment, and if we are found to be in violation of any of the federal, state, or local laws or regulations applicable to us, our business could suffer.***

We are also subject to a wide range of federal, state, and local laws and regulations. The violation of these or future requirements or laws and regulations could result in administrative, civil, or criminal sanctions against us, which may include fines, a cease and desist order against the subject operations or even revocation or suspension of our license to operate the subject business. As a result, we may incur capital and operating expenditures and other costs to comply with these requirements and laws and regulations.

***Changes in employment laws or regulation could harm our performance.***

Various federal and state labor laws govern our relationship with our employees and affect operating costs. These laws include minimum wage requirements, overtime pay, healthcare reform and the implementation of the Patient Protection and Affordable Care Act, unemployment tax rates, workers' compensation rates, citizenship requirements, union membership and sales taxes. A number of factors could adversely affect our operating results, including additional government- imposed increases in minimum wages, overtime pay, paid leaves of absence and mandated health benefits, mandated training for employees, increased tax reporting and tax payment requirements for employees who receive tips, a reduction in the number of states that allow tips to be credited toward minimum wage requirements, changing regulations from the National Labor Relations Board and increased employee litigation including claims relating to the Fair Labor Standards Act.

## BUSINESS

### Description of the Business

ALL3D provides virtual experiences for manufacturers and retailers for ecommerce that are metaverse ready. ALL3D is enabling a world where before a physical product sample is ever created, the 3D product is sent directly from the product designer to be sold virtually- shortening the product design to sales cycle from months to days. The “meta-first” product is designed in 3D and sold in the metaverse. The physical product will be the physical twin of the digital “meta-first” product.

### Business Plan

The Company plans to significantly expand its business by investing in engineering and research and development, and increasing sales and marketing. Any capital we raise in the future will empower us to expand our product development, increase sales and marketing efforts and grow out our infrastructure as we continue to aggressively grow and expand our business.

### The Company’s Products and/or Services

Product / Service	Description	Current Market
<b>3D Photography</b>	We create 3D photographs, product lifestyles, 360’s and AR	Business to Business (B2B), manufacturers and retailers
<b>3D Configurator</b>	Infinite product variants allowing end consumers to choose fabrics, shapes and materials to produce a customizable product that is made to order	B2B, manufacturers and retailers
<b>3D Tour</b>	We create virtual houses and showrooms with product and props	B2B, manufacturers and retailers
<b>3D-Scan Your Products</b>	Use the latest depth-sensing LiDAR technology on the iPhone to enable scanning of products and services	B2B, manufacturers and retailers

### Competition

The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. Product quality, performance and value are also important differentiating factors.

Our Company’s main competitors are as follows: (i) Threekit, a software company whose product configurator enables you to visualize products in photorealistic 2D, 3D and augmented reality, all from a single platform; (ii) Outward, which allows you to create high quality photos at the push of a button, customizing your visual content to elevate your brand through ecommerce and traditional channels, taking your products to market in minutes for minimal cost; (iii) Livefurnish, which allows the customer to experience the speed and flexibility of interactive 3D photography for product renderings, the ideal lifestyle setting, or anything in between creating photorealistic imagery with no 3D experience required; (iv) Marxent, whose 3D modeling services render 3D assets for e-commerce, sales teams, and enterprise; and (v) Cylindo, which is the fastest growing 3D product visualization platform, trusted by global furniture retailers and brands, Cylindo's platform provides photo-realistic visuals and tools to engage and convert audiences across channels.

### Customer Base

Our customer base is mainly manufacturers and retailers including large big box companies like Home Depot, and furniture retailers like Home Meridian and Hooker Furniture.

## **Supply Chain**

Although the Company is dependent upon certain third-party vendors, specifically development contractors in Lahore, Pakistan, the Company has access to alternate service providers in the event its current third-party vendors are unable to provide services or any issues arise with its current vendors where a change is required to be made. The Company does not believe the loss of a current third-party vendor or service provider would cause a major disruption to its business, although it could cause short-term limitations or disruptions.

## **Intellectual Property**

The Company currently does not have any registered patents or trademarks.

All intellectual property is in the form of trade secrets, business methods and know-how and is protected through intellectual assignment and confidentiality agreements with Company employees, advisors and consultants.

## ***Domain Names***

The Company owns the <https://all3d.ai> domain name.

## **Governmental/Regulatory Approval and Compliance**

The Company is subject to and affected by the laws and regulations of U.S. federal, state and local governmental authorities. These laws and regulations are subject to change.

## **Litigation**

The Company is not subject to any current litigation or threatened litigation.

## DIRECTORS, OFFICERS, MANAGERS AND KEY PERSONS

The directors, officers, managers and key persons of the Company are listed below along with all positions and offices held at the Company and their principal occupation and employment responsibilities for the past three (3) years.

Name	Positions and Offices Held at the Company	Principal Occupation and Employment Responsibilities for the Last Three (3) Years	Education
Amra Tareen	CEO, President, Founder and Director	<p>CEO and Founder of ALL3D, Inc., 2020 – Present</p> <p>Responsible for sales, operations, and general CEO responsibilities</p> <p>Head of Innovation of Bed, Bath &amp; Beyond, 2018 – 2020</p> <p>Responsible for initiatives including Augmented Reality (AR) iOS app where home products including furniture could be viewed in customers rooms in real dimension.</p>	Harvard Business School, MBA, General Management, 1995; University of New South Wales, B.E., Electrical Engineering and Computer Science, 1991
Ahmed Murad Akhter	CTO and Co-Founder	<p>CTO and Co-Founder of ALL3D, Inc., 2020 – Present</p> <p>Responsible for cutting edge technology matters</p> <p>CEO and Co-Founder, Tintash Inc., 2009 – Present</p> <p>Responsible for managing and growing a technology design and development studio</p>	Stanford University, M.S., Computer Science, 2007; Stanford University, B.S., Computer Science, 2001
Ashley Redmond	Chief Creative Officer and Co-Founder	<p>Chief Creative Officer and Co-Founder, All3D, Inc., 2020 – Present</p> <p>Responsible for creative design direction and initiatives</p> <p>Director of Interior Design, Sonder, 2017 – 2019</p> <p>Responsible for the global creative direction, interior design and furniture sourcing strategy</p>	San Francisco State University, B.A., Interior Design, 2003

### Biographical Information

**Amra Tareen:** Amra is the CEO and Founder of the Company. Prior to founding the Company, Amra was the former Head of Bed Bath and Beyond's Innovation Group where she lead initiatives including the Augmented Reality (AR) iOS app where home products including furniture could be viewed in customers rooms in real dimension. Previously, Amra was the Chief Product Officer for online interior design and ecommerce company Decorist (which was acquired by Bed Bath and Beyond March 2017). Amra was also the founder and CEO of Allvoices.com, a global people's media company that allowed anyone to report news or their story from anywhere in the world. Launched in 2008, Allvoices was at one time the fastest-growing citizen media news site, with more than 10 million unique users per

month and 460,000 citizen reporters from over 180 countries. Allvoices, was acquired by PulsePoint Media/Datran Media in 2011. Prior to Allvoices, Amra was a partner at the venture capital firm Sevin Rosen Funds, focusing on investment opportunities in software, communications/networking infrastructure and next-generation telecommunications carriers. Before joining Sevin Rosen, Amra was a product marketing director at Ascend Communications and Lucent Technologies Now acquired by Nokia. Amra has an MBA from Harvard University and a Bachelor of Electrical Engineering and Computer Science from University of New South Wales, Australia.

**Ahmed Murad Akhter:** Murad is the CTO and a Co-Founder of the Company. At the Company, he works on the cutting edge of 3D Commerce, 3D Scanning and Reconstruction, the Metaverse, and NFTs for products and spaces to help brands, wholesalers, retailers and real estate firms generate stunning imagery and experiences. In 2009, Murad founded technology design and development studio, Tintash Inc., which specializes in building remote teams for aspiring entrepreneurs, promising startups, and growing companies. At Tintash, apart from managing and growing the company, Murad built mobile games and apps for well-known publishers and studios such as Digital Chocolate, Pocket Gems, Halfbrick Studios, Chillingo, and StickSports on top of the Unity and cocos2d-x game engines. He was the producer on Fishing Frenzy, which reached the top 10 US charts for free apps on the iPhone AppStore and worked as the Project Manager on Stick Sports which is the top casual cricket game on mobile devices. Through Tintash, Murad has also launched multiple chart toppers on the iPhone App Store and its games have been downloaded millions of times by players across the globe. Additionally, Tintash has also been a top tier tech partner for Fortune 500 companies, several unicorns and startups. Some of the notable companies Murad has consulted for include Bed Bath and Beyond, BBC Worldwide, Electronic Arts, and Lifeprint, an Apple store retail partner. Prior to Tintash, Murad worked at Microsoft and Apple. He holds M.S. and B.S. degrees in Computer Science from Stanford University.

**Ashley Redmond:** Ashley is the Chief Creative Officer and a Co-Founder of the Company. She is a serial design entrepreneur and expert in home furnishings, Ashley grew up in the furniture industry, running her first to-the-trade showroom at age 18. After graduating with a B.A. in Interior Design, Ashley opened her own brick and mortar furniture and design store as well as launched a successful home textile brand which was eventually carried in over 100 retail stores around the world. Ashley went on to join Decorist, an online interior design company, as their Director of Interior Design that was acquired by Bed Bath and Beyond. Following the acquisition, Ashley left to join Sonder, a tech enabled hospitality brand, as their Director of Interior Design. There she established the global creative direction, interior design and furniture sourcing strategy building the team, process and look to scale design beautifully and efficiently for over 5,000 apartments across the US and Europe. During her tenure the brand became a billion dollar company. Ashley's design work has been featured in Architectural Digest, Vogue, Elle Decor, Sunset, Popsugar, Home Beautiful Australia, People Magazine, HGTV, and she has been a featured speaker at Dwell on Design speaking on the intersection of interior design and technology.

## **Indemnification**

Indemnification is authorized by the Company to directors, officers or controlling persons acting in their professional capacity pursuant to Delaware law. Indemnification includes expenses such as attorney's fees and, in certain circumstances, judgments, fines and settlement amounts actually paid or incurred in connection with actual or threatened actions, suits or proceedings involving such person, except in certain circumstances where a person is adjudged to be guilty of gross negligence or willful misconduct, unless a court of competent jurisdiction determines that such indemnification is fair and reasonable under the circumstances.

## **Employees**

The Company currently has 7 employees. The Company also utilizes advisors and independent contractors.



## CAPITALIZATION, DEBT AND OWNERSHIP

### Capitalization

The Company's authorized capital stock consists of 10,000,000 shares of common stock, par value \$0.0001 per share (the "**Common Stock**"). Additionally, the Company has established the 2020 Stock Incentive Plan for which 2,000,000 shares are authorized for issuance thereunder. At the filing of this Form C-AR, 8,000,000 shares of Common Stock will be issued and outstanding. Additionally, the Company has 1,473,931 options to purchase Common Stock issued and outstanding and an additional 526,069 options available for issuance under the 2020 Equity Incentive Plan.

### *Outstanding Capital Stock*

As of the date of this Form C-AR, the Company's outstanding capital stock consists of:

Type	Common Stock
Amount Outstanding	8,000,000
Par Value Per Share	\$0.0001
Voting Rights	1 vote per share
Anti-Dilution Rights	None
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional shares of Common Stock which may dilute the Security.

**Outstanding Options, Safes, Convertible Notes, Warrants**

As of the date of this Form C-AR, the Company has the following additional securities outstanding:

Type	Option to Purchase Common Stock
Shares Issuable Upon Exercise	1,473,931
Voting Rights	The holders of Options to purchase Common Stock are not entitled to vote.
Anti-Dilution Rights	None
Material Terms	Each Option, upon exercise, grants the holder of such Option, the right to purchase shares of Common Stock at a pre-determined price.
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional Options to purchase Common Stock which may dilute the Security.

Type of security	Convertible Notes
Amount Outstanding	\$1,194,000
Voting Rights	None
Anti-Dilution Rights	None
Material Terms	Valuation Cap of \$8,000,000 Discount 20% Maturity Date: June 30, 2024
Interest Rate/Maturity Date	5%
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional Convertible Notes which may dilute the Security.

Type of security	Convertible Notes
Amount Outstanding	\$1,455,000
Voting Rights	None
Anti-Dilution Rights	None
Material Terms	Valuation Cap of \$15,000,000 Discount 15% Maturity Date: June 30, 2024
Interest Rate/Maturity Date	5%
How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF	The Company may issue additional Convertible Notes which may dilute the Security.

<b>Type</b>	Crowd SAFE Reg CF Offering (Simple Agreement for Future Equity)
<b>Face Value</b>	\$153,193*
<b>Voting Rights</b>	The holders of SAFEs are not entitled to vote.
<b>Anti-Dilution Rights</b>	None
<b>Material Terms</b>	Valuation Cap of \$15,000,000 Discount 15%
<b>How this security may limit, dilute or qualify the Security issued pursuant to Regulation CF</b>	The Company may issue additional SAFEs which may dilute the Security.

\*Includes \$8,671 in SAFEs issued to the intermediary.

### Outstanding Debt

The Company has the following debt outstanding:

<b>Type</b>	Unpaid Salary due Company CEO
<b>Amount Outstanding</b>	\$77,508
<b>Interest Rate and Amortization Schedule</b>	0%
<b>Description of Collateral</b>	Unsecured
<b>Maturity Date</b>	Payable upon the Company raising at least \$500,000 in financing.

<b>Type</b>	Unpaid Salary due Company CTO
<b>Amount Outstanding</b>	\$75,000
<b>Interest Rate and Amortization Schedule</b>	0%
<b>Description of Collateral</b>	Unsecured
<b>Maturity Date</b>	Payable upon the Company raising at least \$500,000 in financing.

<b>Type</b>	Vendor Payable Due to Tintash Inc.
<b>Amount Outstanding</b>	\$342,000
<b>Interest Rate and Amortization Schedule</b>	0%
<b>Description of Collateral</b>	Unsecured
<b>Maturity Date</b>	Payable upon the Company's issuance of Series A Preferred Stock

## Previous Offerings of Securities

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

Security Type	Principal Amount of Securities Sold	Amount of Securities Issued/Holders	Use of Proceeds	Issue Date	Exemption from Registration Used or Public Offering
Common Stock	\$800	8,000,000	N/A	March 10, 2020	Section 4(a)(2)
Convertible Notes	\$1,194,000	17	Research & Development and General Working Capital	Rolling basis between November 20, 2020 and December 8, 2020	Reg. D Rule 506(b)
Convertible Notes	\$1,455,000	2	Research & Development and General Working Capital	May 17, 2022	Reg. D Rule 506(b)
Option to Purchase Common Stock	\$0	1,902,712*	N/A	Various Dates between July 1, 2020 and March 15, 2023	Rule 701
Crowd SAFE (Simple Agreement for Future Equity)	\$153,193*	234	Product Development and General Working Capital	September 27, 2022	Reg. CF

\*A portion of these options have been forfeited since their grant.

\*\*Includes \$8,671 in SAFEs issued to the intermediary.

See the section titled “*Capitalization, Debt and Ownership*” for more information regarding the securities issued in our previous offerings of securities.

## Ownership

The table below lists the beneficial owners of twenty percent (20%) or more of the Company’s outstanding voting equity securities, calculated on the basis of voting power, are listed along with the amount they own.

Name	Amount and Type or Class Held	Percentage Ownership (in terms of voting power)
Amra Tareen	5,600,000 shares of Common Stock	70%

## FINANCIAL INFORMATION

Please see the financial information listed on the cover page of this Form C-AR and in the financial statements attached hereto as Exhibit B, in addition to the following information.

### Operations

ALL3D, Inc. (the “**Company**”) was incorporated on March 2, 2020 under the laws of the State of Delaware, and is headquartered in San Francisco, CA.

### Cash and Cash Equivalents

As of March 31, 2023, the Company had an aggregate of approximately \$1,688,878 in cash and cash equivalents, leaving the Company with 8 months of runway.

### Liquidity and Capital Resources

In September 2022, the Company completed an offering pursuant to Regulation CF and raised \$144,522.

### Capital Expenditures and Other Obligations

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

### Valuation

The Company has ascribed no valuation to the Company; the securities are priced arbitrarily.

### Material Changes and Other Information

#### *Trends and Uncertainties*

After reviewing the above discussion of the steps the Company intends to take, potential Investors should consider whether achievement of each step within the estimated time frame will be realistic in their judgment. Potential Investors should also assess the consequences to the Company of any delays in taking these steps and whether the Company will need additional financing to accomplish them.

The financial statements are an important part of this Form C-AR and should be reviewed in their entirety. Please see the financial statements attached as Exhibit B.

#### *Restrictions on Transfer*

Any Securities sold pursuant to Regulation CF being offered may not be transferred by any Investor of such Securities during the one-year holding period beginning when the Securities were issued, unless such Securities are transferred: (1) to the Company; (2) to an accredited investor, as defined by Rule 501(d) of Regulation D promulgated under the Securities Act; (3) as part of an IPO; or (4) to a member of the family of the Investor or the equivalent, to a trust controlled by the Investor, to a trust created for the benefit of a member of the family of the Investor or the equivalent, or in connection with the death or divorce of the Investor or other similar circumstances. “Member of the family” as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law, and includes adoptive relationships. Each Investor should be aware that although the Securities may legally be able to be transferred, there is no guarantee that another party will be willing to purchase them.

In addition to the foregoing restrictions, prior to making any transfer of the Securities or any capital stock into which they are convertible, such transferring Investor must either make such transfer pursuant to an effective registration statement filed with the SEC or provide the Company with an opinion of counsel reasonably satisfactory to the Company stating that a registration statement is not necessary to effect such transfer.

In addition, the Investor may not transfer the Securities or any capital stock into which they are convertible to any of the Company’s competitors, as determined by the Company in good faith.

Furthermore, upon the event of an IPO, the capital stock into which the Securities are converted will be subject to a lock-up period and may not be lent, offered, pledged, or sold for up to 180 days following such IPO.

## **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.

The Company has conducted the following transactions with related persons:

- (a) The Company has an outstanding debt in the amount of \$77,508 to Amra Tareen, the Company's CEO and Founder, for accrued salary from August 2021 through April 2022 that has not been paid. Effective May 1, 2022, Ms. Tareen is being paid a monthly salary. Such debt is not documented, does not bear interest and is payable upon the Company raising at least \$500,000 in financing.
- (b) The Company has an outstanding debt in the amount of \$75,000 to Ahmed Murad Akhter, the Company's CTO and Co-Founder, for accrued salary from July 2021 through March 2022 that has not been paid. Such debt is not documented, does not bear interest and is payable upon the Company raising at least \$500,000 in financing.
- (c) The Company has a vendor payable of \$342,000 due to Tintash Inc., which Ahmed Murad Akhter, the Company's CTO and Co-Founder, is the CEO and Co-Founder. This payable is for software development services provided by Tintash to the Company in 2021. This payable is not documented, does not bear interest and is payable upon the issuance of Series A Preferred Stock by the Company.

See the section titled “*Outstanding Debt*” for more information regarding the above items.

**EXHIBIT B**  
**FINANCIALS (UNAUDITED)**  
**(EXHIBIT B TO FORM C-AR)**

**April 12, 2023**

**ALL3D, Inc.**



**ALL3D, Inc**  
**Balance Sheet Summary**  
As of December 31, 2022

	<u>Total</u>
<b>ASSETS</b>	
Current Assets	
Bank Accounts	1,863,054
Accounts Receivable	133,562
Other Current Assets	30,789
Total Current Assets	<b>\$ 2,027,405</b>
Fixed Assets	997.26
<b>TOTAL ASSETS</b>	<b>\$ 2,028,402</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	70,383
Other Current Liabilities	451,913
Total Current Liabilities	<b>\$ 522,296</b>
Long-Term Liabilities	2,785,199
Total Liabilities	<b>\$ 3,307,495</b>
Equity	(1,279,093)
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 2,028,402</b>



**ALL3D, Inc**  
**Profit and Loss**  
January - December, 2022

*Accrual Basis*

	<u><b>Total 2022</b></u>	
<b>Revenue</b>		
3D Photography +3D Tour (Subscription)	979,824	
3D Configurator Implementation	371,085	
3D Photography +3D Tour (Pay-Per-Use)	56,822	
<b>Total Revenue</b>	<u>\$ 1,407,731</u>	
 <b>Cost of Goods Sold</b>	 327,770	 23%
<b>Gross Profit</b>	<b>\$ 1,079,961</b>	<b>77%</b>
 <b>Sales &amp; Marketing</b>	 105,410	
<b>R&amp;D Expense</b>	538,362	
<b>Operations</b>	404,650	
<b>Total Expenses</b>	<u><b>\$ 1,048,422</b></u>	<b>74%</b>
 <b>Net Operating Income (Expense)</b>	 <u><b>\$ 31,539</b></u>	 <b>2%</b>
 <b>Other Income/(Expense)</b>	 <u>\$ (70,582)</u>	
<b>Net Income</b>	<u><b>\$ (39,044)</b></u>	<b>-3%</b>