

Name of issuer:
Hazer's Ghost LLC

Legal status of issuer:
Form: Limited Liability Company
Jurisdiction of Incorporation/Organization: CA
Date of organization: 11/30/2021

Physical address of issuer:
5870 Melrose Ave Ste 3, PMB 692
Los Angeles CA 90038

Website of issuer:
<http://seancefilm.com/>

Names of intermediary through which the offering will be conducted:
WeFunder Portal LLC

CIK number of intermediary:
0001670254

SEC file number of intermediary:
007-00033

CIK number, if applicable, of intermediary:
2835903

Current number of employees:
2

	Most recent fiscal year end:	Prior fiscal year end:
Total Assets:	\$34,616,000	\$0.00
Cash & Cash Equivalents:	\$8,028,000	\$0.00
Accounts Receivable:	\$0.00	\$0.00
Short-term Debt:	\$0.00	\$0.00
Long-term Debt:	\$0.00	\$0.00
Revenues/Gains:	\$0.00	\$0.00
Cost of Goods Sold:	\$0.00	\$0.00
Taxes Paid:	\$0.00	\$0.00
Net income:	\$0.00	\$0.00

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misreading under the circumstances involved. Do not discuss any fact, performance or other anticipated event unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is intrinsically inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

☐ Yes ☒ No

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer:

For three years of business experience, refer to Appendix D: Director & Officer Work History.

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5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

For three years of business experience, refer to Appendix D: Director & Officer Work History.

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INSTRUCTION TO DISCLOSURE 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person that handles confidential financial functions.

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

INSTRUCTION TO QUESTION 6: The above information must be provided as of a date that is no more than 120 days prior to the date of filing of this offering statement.

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To the date last noted, voting power: absolute and secretaries (to which the person directly or indirectly has or shares the voting power) includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power or securities without delay, including through the exercise of any option, warrant or right to convert securities of a security or other agreement, if it becomes due to be a member of the family, through conversion or purchase, or otherwise, in a manner that would allow the person to hold or control the voting of the securities (or share in such direction or control) – for example, to convert them – they should be included as being “beneficially owned.” This phrase should be explained in greater circumstances in a footnote in the “Number of and Class of Securities Owned” table. Consideration regarding voting equity securities: number of outstanding options; any restrictions and all outstanding convertible securities converted.

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

For a description of our business and our business plan, please refer to the attached Appendix A, Business Description & Plan.

INSTRUCTION TO DOCUMENT 7: Respondent will provide your company's Respondent profile as an appendix (Appendix A) to the Form C in PDF format. The submission will include all Q&A items and "read more" links in an un-collapsed format. A video will be included.

This means that any information provided in your Wejdunet profile will be provided to the SEC in response to this question. As a result, your company will be potentially liable for inaccuracies and omissions in your profile under the Securities Act of 1933, which requires you to provide material information related to your business and corporate/business plan. Please review your Wejdunet profile carefully to ensure it provides all material information, is not false or misleading, and does not omit any information that would cause the information included to be false or misleading.

RISK FACTORS

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

8. Discuss the material factors that make an investment in the issuer speculative or risk.

Though we shall do our due diligence in hiring processes to ensure there are no hidden liabilities introduced by our cast and crew, the success of films is largely predicated on public perception of the performers, which can change through no fault of our own.

With the COVID-19 epidemic, film production safety guidelines are still being developed and refined. Even following the strictest guidelines to ensure our cast and crew's safety, it is still possible for the virus to affect our production scheduling.

Filmmaking is a collaborative art form, requiring smooth coordination of multiple parties. Unforeseen forces, such as inclement weather, acts of God and misfortune can delay or otherwise interfere with production.

Filmmaking is competitive and artistic taste among audiences and festival programmers vary widely. The completion of the film in and of itself does not guarantee it will succeed in the marketplace, critically or financially.

The success of the picture will largely depend on the quality of the management of the Company. The Managers, with the advice and assistance of other professionals, will administer all business aspects of the Managers, the Company, and the picture. Although the Managers believe that the Managers have the necessary business and motion picture experience to supervise the management of the Company, there can be no assurance that the Managers will perform adequately or that the Company's operations will be successful.

Film is distributed through the use of technology, the means of which has evolved steadily in the last decades. While currently the road to festival release, theatrical distribution, and streaming/OTT is clear, technology shifts may complicate or delay distribution.

Winn Kern and Rachel Stander-Jones are part-time officers. As such, it is likely that the company will not make the same progress as it would if that were not the case.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

INSTRUCTION TO QUESTION 8: Avoid general statements and include only those factors that are unique to the issuer. Disclosure should be written in the issuer's business and the offering and should not repeat the factors addressed in the legends set forth above. No specific number of risk factors is required to be disclosed.

Ownership and Capital Structure

DESCRIPTION OF ISSUER'S SECURITIES

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
			No <input type="button" value="v"/>

Class of Security Securities Reserved for Issuance upon Exercise or Conversion

Warrants:

Options:

24. Describe the material terms of any indebtedness of the issuer.

Loan	
Issue date	06/01/22
Amount	\$50,000.00
Outstanding principal plus interest	\$50,000.00 as of 02/20/23
Interest rate	0.0% per annum
Current with payments	Yes
Reverse Participation Agreement: 20% return on principal with pro rata share of 80% net profit. The first 525% of investor received a 12% return on principal instead of 10%.	

Loan	
Issue date	07/16/22
Amount	\$484,050.00
Outstanding principal plus interest	\$484,050.00 as of 02/18/23
Current with payments	Yes
Reverse Participation Agreement: 20% return on principal with pro rata share of 80% net profit. The first 525% of investor received a 12% return on principal instead of 10%.	

Loan	
Lender	Rachel Stander
Issue date	07/14/23
Amount	\$60,000.00
Outstanding principal plus interest	\$60,000.00 as of 02/19/23
Interest rate	4.5% per annum
Maturity date	10/02/23
Current with payments	Yes

INSTRUCTION TO QUESTION 24: Name the creditor, amount owed, interest rate, maturity date, and any other material terms.

25. What other exempt offerings has the issuer conducted within the last three years?

Offering Date	Exemption	Security Type	Amount Sold	Use of Proceeds
	Regulation Crowdfunding		\$11,650	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(02) of the Securities Act, during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

- any director or officer of the issuer;
- any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
- if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
- or any immediate family member of any of the foregoing persons.

☒ Yes

☐ No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

Name	Rachel Stander
Amount Invested	\$60,000.00
Transaction type	Loan
Issue date	07/14/23
Outstanding principal plus interest	\$60,000.00 as of 02/19/23
Interest rate	4.5% per annum
Maturity date	10/02/23
Current with payments	Yes
Relationship	Founder

Bridge Loan

INSTRUCTIONS TO QUESTION 26: The "five percent" includes, but is not limited to, any beneficial ownership, as measured or determined by including any subsidiaries or practices of subsidiaries, or any series of similar transactions, arrangements or relationships.

Beneficial ownership for purposes of paragraph (2) shall be determined as of a date that is no more than 120 days prior to the date of filing of the offering statement and using the same calculation described in Question 1 of the Questionnaire.

FINANCIAL INFORMATION

19. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter.

Refer to [Appendix C: Financial Statements](#)

I, Rachel Stander Jones, certify that:

(1) the financial statements of Hazel's Ghost LLC included in this Form are true and complete in all material respects; and

(2) the financial information of Hazel's Ghost LLC included in this Form reflects accurately the information reported on the tax return for Hazel's Ghost LLC filed for the most recently completed fiscal year.

Rachel Stander Jones
Producer

OTHER MATERIAL INFORMATION

20. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and
- (2) such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

The Lead Investor, as described above, each investor that has entered into the Investor Agreement, will grant a power of attorney to make voting decisions on behalf of that investor to the Lead Investor (the "Proxy"). The Proxy is irrevocable unless and until a Successor Lead Investor takes the place of the Lead Investor, in which case, the investor has a five (5) calendar day period to revoke the Proxy. Pursuant to the Proxy, the Lead Investor or his or her successor will make voting decisions and take any other actions in connection with the voting on investors' behalf.

The Lead Investor is an experienced investor that is chosen to act in the role of Lead Investor on behalf of investors that have a Proxy in effect. The Lead Investor will be chosen by the Company and approved by Wefunder Inc. and the identity of the initial Lead Investor will be disclosed to investors before investors make a final investment decision to purchase the securities related to the Company.

The Lead Investor can quit at any time or can be removed by Wefunder Inc. for cause or pursuant to a vote of investors as detailed in the Lead Investor Agreement. In the event the Lead Investor quits or is removed, the Company will choose a Successor Lead Investor who must be approved by Wefunder Inc. The identity of the Successor Lead Investor will be disclosed to investors, and those that have a Proxy in effect can choose to either leave such Proxy in place or revoke such Proxy during a 5-day period beginning with notice of the replacement of the Lead Investor.

The Lead Investor will not receive any compensation for his or her services to the SPV. The Lead Investor may receive compensation (if, in the future, Wefunder Advisors LLC forms a fund ("Fund") for accredited investors for the purpose of investing in a non-issuance crowdfunding offering of the Company. In such a circumstance, the Lead Investor may act as a portfolio manager for that Fund (and as a supervised person of Wefunder Advisors) and may be compensated through that role.

Although the Lead Investor may act in multiple roles with respect to the Company's offerings and may potentially be compensated for some of its services, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of securities issued by or related to the Company. As a result, the Lead Investor's interests should always be aligned with those of investors. It is, however, possible that in some limited circumstances the Lead Investor's interests could diverge from the interests of investors, as discussed in section B above.

Investors that wish to purchase securities related to the Company through Wefunder Portal must agree to give the Proxy described above to the Lead Investor, provided that if the Lead Investor is removed, the investor will have a 5-day period during which he or she may revoke the Proxy. If the Proxy is not revoked during this 5-day period, it will remain in effect.

Tax Filings. In order to complete necessary tax filings, the SPV is required to include information about each investor who holds an interest in the SPV, including each investor's taxpayer identification number ("TIN") (e.g., social security number or employer identification number). To the extent they have not already done so, each investor will be required to provide their TIN within the earlier of (i) two (2) years of making their investment or (ii) twenty (20) days prior to the date of any distribution from the SPV. If an investor does not provide their TIN within this time, the SPV reserves the right to withhold from any proceeds otherwise payable to the investor an amount necessary for the SPV to satisfy its tax withholding obligations as well as the SPV's reasonable estimation of any penalties that may be charged by the IRS or other relevant authority as a result of the investor's failure to provide their TIN. Investors should carefully review the terms of the SPV Subscription Agreement for additional information about tax filings.

INSTRUCTIONS TO QUESTION 19: If information is provided to investors in a prospectus, notice or other means not able to be obtained or perused by investors, the issuer must include:
(a) a description of the material terms of such information;
(b) a description of the person to whom such disclosure is provided; and
(c) in the case of disclosure in video, audio or other dynamic media or format, a transcript or description of such disclosure.

ONGOING REPORTING

21. The issuer 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 each fiscal year covered by the report.

22. Once posted, the annual report may be found on the issuer's website at:
<http://seacsfim.com/invest>

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

- the issuer is required to file reports under Exchange Act Sections 13(a) or 15(d);
- the issuer has filed at least one annual report and has fewer than 300 holders of record;
- the issuer has filed at least three annual reports and has total assets that do not exceed \$10 million;
- the issuer or another party purchases or repurchases all of the securities issued pursuant to Section 4(a)(b), including any payment in full of debt securities or any complete redemption of redeemable securities, or the issuer liquidates or dissolves in accordance with state law.

APPENDICES

[Appendix A: Business Description & Plan](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)
[Financials 2](#)

[Appendix D: Director & Officer Work History](#)

[Rachel Stander Jones](#)
[Vivian Kerr](#)

[Appendix E: Supporting Documents](#)

[HAZEL_S_GHOST_LLC_Operating_Agreement_FINAL_executed.pdf](#)
[Add new Form C data:invest \(update only\)](#)

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The following documents will be filed with the SEC:

[Cover Page XML](#)

[Offering Statement \(this page\)](#)

[Appendix A: Business Description & Plan](#)

Appendix B: Investor Contracts

- [SPV Subscription Agreement - Early Bird](#)
- [SPV Subscription Agreement](#)
- [Early Bird SEANCE Funding Agreement](#)
- [SEANCE Funding Agreement](#)

Appendix C: Financial Statements

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- [Financials 2](#)

Appendix D: Director & Officer Work History

- [Rachel Stander Jones](#)
- [Vivian Kerr](#)

Appendix E: Supporting Documents

- [HAZEL_S_GHOST_LLC_Operating_Agreement_FINAL_executed.pdf](#)

Pursuant to the requirements of Sections 4(a)(6) and 4(A) 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 an Annual Report and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Hazel's Ghost LLC

By

Rachel Stander Jones

Member

Pursuant to the requirements of Sections 4(a)(6) and 4(A) of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Annual Report and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated:

Vivian Kerr

Member
3/22/2023

Rachel Stander Jones

Member
3/22/2023