



**HARPER  
MACAW**

**MAKERS OF EXCELLENT CHOCOLATE**

## OFFERING MEMORANDUM

facilitated by



# DC Cacau LLC (DBA Harper Macaw)

## FORM C

### OFFERING MEMORANDUM

#### Purpose of This Form

A company that wants to raise money using Regulation Crowdfunding must give certain information to prospective investors, so investors will have a basis for making an informed decision. The Securities and Exchange Commission, or SEC, has issued regulations at 17 CFR §227.201 listing the information companies must provide. This form – Form C – is the form used to provide that information.

Each heading below corresponds to a section of the SEC's regulations under 17 CFR §227.201.

#### EXPEDITED OFFERING

THIS OFFERING IS BEING CONDUCTED ON AN EXPEDITED BASIS DUE TO CIRCUMSTANCES RELATED TO COVID-19 AND PURSUANT TO THE SEC'S TEMPORARY REGULATORY COVID-19 RELIEF.

#### (A) The Company

Name of Company	DC Cacau LLC (DBA Harper Macaw)
State of Organization	DC
Date of Formation	07/17/2018
Entity Type	Limited Liability Company
Street Address	1200 18th St NW Ste 700, Washington DC, 20036
Website Address	www.Harpermacaw.com

#### (B) Directors and Officers of the Company

Key Person	Matthew Dixon
Position with the Company	Owner/Manager
Title First Year	2018
Other business experience (last three years)	2018-Present (Owner) Harper Macaw

Key Person	Samuel Carvalho
Position with the Company  Title First Year	Owner/Manager 2018
Other business experience (last three years)	2018-Present (Owner) Harper Macaw

(C) Each Person Who Owns 20% or More of the Voting Power

Name of Holder	% of Voting Power (Prior to Offering)
Matthew Dixon	37%
Samuel Carvalho	37%

(D) The Company's Business and Business Plan

Our Vision & Focus on Sustainability

Brazil's Atlantic Forest, one of Earth's top biodiversity hotbeds, is 90% gone. This is the planet's second most threatened biozone, and it's richest zone is also the focal point of Brazil's cacao industry. We believe that an innovative approach is needed to protect this land.

- We pay our sources above market rate for cacao
- Materials like chocolate wrappers and coffee cups are all biodegradable
- We reinvest in rainforest conservation by partnering with organizations like the Rainforest Trust, Instituto Uiracu, and the American Bird Conservancy.
- One day, we aim to become a B Corp

The Team

Matt Dixon, Owner & Head Chocolate Maker/Confectioner

Matt is an Annapolis MD born and raised food professional. He is a Culinary Institute of America alumni with a passion for chocolate, pastry, bread, and trying to create a better world for all. Matt loves combining flavors no one expects and watching the look of awe and enjoyment on people's faces. Matt came to the original Harper Macaw after taking a tour and plenty of chocolate home with him was inspired by the flavors of the Brazilian Cacao and the company's commitment to world change and the environment, a week later he began working for the original owners of Harper Macaw. Matt has over 16 years of experience working in the food and service industry. He has been working in the craft chocolate industry for 6 years and had been Head chocolate maker and production manager of Harper Macaw for 2 years before purchasing it with Samuel in 2018. During his time at the CIA Matt was a group leader elected by his peers and worked for Bryan Voltaggio's Range in Chevy Chase where he made bread, pastries, plated desserts, fresh ice creams, sorbets and a spread of confections. He finished out his degree as the head confectioner for the CIA's Bocuse restaurant.

Samuel Carvalho, Owner & Sales/Fulfillment Operations Manager

Samuels history in the chocolate industry begins with his grandfather, a Brazilian former cacao producer in the 80s. He grew up in one of the biggest Cacao producing regions in Brazil, Bahia where Harper Macaw sources a large percentage of its Cacao. Samuel came to Harper Macaw after learning of their Brazilian heritage and commitment to environmental change, after one tour he knew he had to get involved. Samuel sees the craft chocolate industry as a way to promote economic development with sustainable practices. He holds a Bachelor's degree in economics and a Master's degree in business management. Samuel has worked with nonprofit organizations helping small business owners grow their enterprises and meet their goals. He has helped more than 100 entrepreneurs to flourish their businesses and impact the local economy.

## Who We Are

Harper Macaw is an existing craft chocolate maker located in NE DC. Harper Macaw has a large following of loyal customers local to the D.C. area and is well known throughout all of the DMV areas. They have worked closely with many of D.C.'s most popular and trendy hotels, restaurants, retailers, grocers, and markets. (Glens, Shop made in DC, AKA White house, The Rosewood, Hilton Canopy, The Batley) Harper Macaw has shelf space in the Whole Foods mid-Atlantic region and has even provided chocolate for the CBS White House correspondent's dinner 4 years in a row. Harper Macaw was one of the first retailers to be brought onto the new District Wharf project with a two-year run pop-up retail shop. Harper Macaw has been featured in the Washington Post, the Washingtonian, Thrillist, NPR's The Salt, and more recently Martha Stewart's chocolate gift guide and named D.C.s best chocolate by The Daily Meal, as well as Food & Wines 50 Best Chocolate makers in the USA. Harper Macaw also holds 5 silver medals from the 2018 international chocolate awards Americas category and 3 Bronze medals from the world category.

## Intended Use of Funds

After losing our initial brick and mortar strategy to the pandemic in 2020, we pivoted exclusively to e-commerce and wholesale. Now, we're excited to re-open to a brick and mortar chocolate factory and cafe. Funds will be used to build out the space, secure new equipment, pursue new marketing channels, and keep operating capital on hand. Our vision is to bring the full Harper Macaw experience under one roof:

- Tours of the chocolate factory
- Cafe with coffee, baked goods, and chocolates
- Retail to shop all products
- Events and live music
- Continue to bolster wholesale/e-commerce efforts

## Our Mission

To turn chocolate into a force for rainforest conservation.

- Direct Trade: We travel to all of our sources in Brazil to get to know their practices intimately. We purchase beans directly to ensure farms are properly compensated for their attention to detail. We pay 15x the fair trade premium.
- Precision: State of the art tech and traditional European methods develop chocolate with delectable flavor, texture, and aroma.
- Conservation: We see the potential for cacao agroforestry and private reserves to facilitate large-scale tropical reforestation.

For more information, please refer to the Page View included with this filing.

**(E) Number of Employees**

The Company currently has 2 employees. The Company may hire or discharge employees in the future to meet its objectives.

**(F) Risks of Investing**

A crowdfunding investment involves risk. **YOU SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS YOU CAN AFFORD TO LOSE YOUR ENTIRE INVESTMENT.** In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. Please review the [Educational Materials](#) for risks that are common to many of the companies on the MainVest platform.

THESE SECURITIES ARE OFFERED UNDER AN EXEMPTION FROM REGISTRATION UNDER FEDERAL LAW. THE U.S. SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION. THE SEC HAS NOT PASSED UPON THE MERITS OF THE SECURITIES OR THE TERMS OF THE OFFERING, AND HAS NOT PASSED UPON THE ACCURACY OR COMPLETENESS OF THE OFFERING DOCUMENTS OR LITERATURE.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED OR APPROVED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THESE AUTHORITIES HAVE NOT PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DOCUMENT.

Please refer to Appendix A for additional risks to consider when investing in this offering.

**(G) Target Offering Amount and Offering Deadline**

Target Offering Amount	\$75,000
Offering Deadline	June 3, 2022

If the sum of the investment commitments does not equal or exceed the Target Offering Amount as of the Offering Deadline, no securities will be sold in the offering, investment commitments will be canceled, and all committed funds will be returned. The Company may extend the Offering Deadline and shall treat such an extension as a material change to the original offer and provide Investors with notice and opportunity to reconfirm their investment in accordance with Section (K) of this Memorandum.

**(H) Commitments that Exceed the Target Offering Amount**

Will the Company accept commitments that exceed the Target Offering Amount?	Yes
What is the maximum you will accept in this Offering?	\$250,000
If Yes, how will the Company deal with the oversubscriptions?	We will accept subscriptions on a first-come, first-served basis.

**(I) How the Company Intends to Use the Money Raised in the Offering**

The Company is reasonably sure it will use the money raised in the offering as follows:

Use	Amount (Minimum)	Amount (Maximum)
Build-out of space	\$50,000	\$80,000
Operating Capital	\$20,500	\$60,000
Equipment purchase	\$0	\$30,000
Marketing	\$0	\$65,000
Mainvest Compensation	\$4,500	\$15,000
TOTAL	\$75,000	\$250,000

The amounts listed estimates and are not intended to be exact description of the Company's expenditures. Exact allocation and use of funds may vary based upon legitimate business expenditures and economic factors.

#### (J) The Investment Process

##### To Invest

- Review this Form C and the [Campaign Page](#)
- If you decide to invest, enter an amount and press the Invest button
- Follow the instructions

##### TO CANCEL YOUR INVESTMENT

Send an email to [info@mainvest.com](mailto:info@mainvest.com) no later than 48 hours before the Offering Deadline or go to the dashboard for your user account to cancel manually. In your email, include your name and the name of the Company.

##### Other Information on the Investment Process

- Investors may cancel an investment commitment until 48 hours prior to the Offering Deadline.
- MainVest will notify investors when and if the Target Offering Amount has been raised.
- If the Company reaches the Target Offering Amount before the Offering Deadline, it may close the offering early if it provides notice about the new Offering Deadline at least five business days before such new Offering Deadline, absent a material change that would require an extension of the offering and reconfirmation of the investment commitment.
- If an investor does not cancel an investment commitment before the 48-hour period before the Offering Deadline, the funds will be released to the Company upon closing of the offering and the investor will receive securities in exchange for his or her investment.

For additional information about the investment and cancellation process, see the [Educational Materials](#).

#### (K) Material Changes

In the event the issuer undergoes a material change, the Investor will be notified of such change.

The investor will have five (5) business days from the receipt of such notice to reconfirm their investment. IF AN INVESTOR DOES NOT RECONFIRM HIS OR HER INVESTMENT COMMITMENT WITHIN FIVE (5) DAYS OF THE NOTICE OF MATERIAL CHANGE BEING SENT, THE INVESTOR'S INVESTMENT COMMITMENT WILL BE CANCELLED, THE COMMITTED FUNDS WILL BE RETURNED, AND THE INVESTOR WILL NOT BE ISSUED ANY OF THE SECURITIES REFERENCED IN THIS OFFERING.

#### Explanation

A “material change” means a change that an average, careful investor would want to know about before making an investment decision. If a material change occurs after you make an investment commitment but before the Offering closes, then the Company will notify you and ask whether you want to invest anyway. If you do not affirmatively choose to invest, then your commitment will be cancelled, your funds will be returned to you, and you will not receive any securities.

#### (L) Price of the Securities

The Company is offering “securities” in the form of revenue sharing notes, which we refer to as “Notes.” The Notes are being offered at their face amount. For example, you will pay \$1,000 for a Note with a face amount of \$1,000.

## (M) Terms of the Securities

### Overview

The Company is offering “securities” in the form of revenue sharing notes, which we refer to as the “Notes.” The Terms of the Notes are set forth in the Revenue Share Agreement accompanying this Form C in Appendix A. Copies of the Note and Revenue Sharing Agreement are attached to this Form C.

### Summary of Terms

Revenue Percentage <sup>1</sup>	4.0 - 13.3% <sup>2</sup>
Payment Deadline	2029-07-01
Maximum Payment Multiple <sup>3</sup> - Early Investors - All Other Investors	1.8 x 1.4 x
Sharing Start Date	The first day after disbursement that the company has revenues greater than one (\$1) dollar
First Payment Date	The last day of the calendar quarter ending not less than 90 days after the Sharing Start Date
Seniority	Subordinated
Securitization	Unsecured
Accrual Rate	1.73%

<sup>1</sup> as defined in the note agreement included in Appendix A

<sup>2</sup> The rate of revenue sharing is calculated on a linear scale with a minimum rate of 4.0% and a maximum rate of 13.3% and is rounded to the nearest 1/10th percent. The final rate is based on the amount raised and is calculated after the offering has successfully closed. As the amount raised in the offering increases, the rate of revenue sharing increases. For example, a hypothetical offering could result in the following revenue sharing percentages, depending on the amount raised:

Amount Raised	Revenue Sharing Percentage
\$75,000	4.0%
\$118,750	6.3%
\$162,500	8.7%
\$206,250	11.0%
\$250,000	13.3%

<sup>3</sup> To reward early participation, the investors who contribute the first \$10,000.0 raised in the offering will receive a 1.8x cap. Investors who contribute after \$10,000.0 has been raised in the offering will receive a 1.4x cap.

### Your Right to Payments under the Note

Your right to payments under the Note is set forth in the Note, together with a separate document



called the Revenue Sharing Agreement. Copies of the Note and Revenue Sharing Agreement are attached to this Form C. Additionally, general terms are outlined below and in the Company's offering page.

#### Obligation to Contribute Capital

Once you pay for your Note, you will have no obligation to contribute more money to the Company, and you will not be personally obligated for any debts of the Company. However, under some circumstances you could be required by law to return some or all of a distribution you receive from the Company.

#### No Right to Transfer

You should plan to hold the Notes until maturity. The Notes will be illiquid (meaning you might not be able to sell them) for at least four reasons:

- The Revenue Sharing Agreement prohibits the sale or other transfer of Notes without the Company's consent.
- If you want to sell your Note the Company will have the first right of refusal to buy it, which could make it harder to find a buyer.
- Even if a sale were permitted, there is no ready market for Notes, as there would be for a publicly-traded stock.
- By law, for a period of one year you won't be allowed to transfer the Investor Shares except (i) to the Company itself, (ii) to an "accredited" investor, (iii) to a family or trust, or (iii) in a public offering of the Company's shares.

#### Security

The Notes are not secured by any assets of the Company or any assets of persons associated with the Company.

#### Modification of Terms of Notes

The terms of the Notes and the Revenue Sharing Agreement may be modified or amended with the consent of Investors holding 50% of the Notes, measured by the total amount outstanding under each Note.

#### Other Classes of Securities

Name of Security	Limited Liability Company Interests
Number of Shares Outstanding	N/A
Describe Voting Rights of These Securities, Including Any Limitations on Voting Rights	N/A
How these securities differ from the revenue sharing notes being offered to investors	Limited Liability Company Interests are an equity interest, whereas Revenue Sharing Notes are a debt obligation of the Company.

### Dilution of Rights

The Company has the right to create additional classes of securities, both equity securities and debt securities (e.g., other classes of promissory notes). Some of these additional classes of securities could have rights that are superior to those of the Notes. For example, the Company could issue promissory notes that are secured by specific property of the Company.

### The People Who Control the Company

Each of these people owns 20% or more of the total voting power of the Company:

Name of Holder	% of Voting Power (Prior to Offering)
Matthew Dixon	37%
Samuel Carvalho	37%

### How the Exercise of Voting Rights Could Affect You

You will receive payments with respect to your Note only if the Company makes enough money to pay you, or, if the Company does not make enough money to pay you, if there is enough value in the collateral the Company pledged as security for the Notes.

The people with voting rights control the Company and make all the decisions about running its business. If they make good business decisions, it is more likely you will be paid. If they make poor business decisions, it is less likely you will be paid. For example, if they hire too many people and/or try to expand too quickly, the business could be harmed. The people with voting rights could also decide to file for bankruptcy protection, making it more difficult for you to be paid.

### How the Notes are Being Valued

The Notes are being valued at their face value. We don't anticipate that we'll ever need to place a value on the Notes in the future.

### (N) The Funding Portal

The Company is offering its securities through MainVest, Inc., which is a "Funding Portal" licensed by the Securities and Exchange Commission and FINRA. MainVest Inc.'s Central Index Key (CIK) number is 0001746059, their SEC File number is 007-00162, and their Central Registration Depository (CRD) number is 298384.

### (O) Compensation of the Funding Portal

Upon successful funding of the Offering, the Funding Portal will receive as the "Revenue Securement Fee"; 3.0% of the amount of the Offering raised by In-Network Users of the Platform plus 9.0% of the amount of the Offering raised by all other investors. "In-Network Users" means a user of Mainvest.com who who have utilized the Company's specified in-network link on the Site.

### (P) Indebtedness of the Company

Creditor	Amount	Interest Rate	Maturity Date	Other Important Terms
North Star Leaseing	\$22,330	0%	02/05/2025	
WACIF	\$21,419	7.75%	11/15/2023	

**(Q) Other Offerings of Securities within the Last Three Years**

The Company has not made any offerings with other third-party regulation crowdfunding companies in the past three years.

**(R) Transactions Between the Company and “Insiders”**

The Company has not entered into any business transactions, including stock Purchases, salaries, property rentals, consulting arrangements, guaranties, or other agreements with any individual identified in Section 227.201 (r)(1)-(4) of Regulation Crowdfunding during the 12 months preceding this Offering.

**(S) The Company’s Financial Condition**

**(T) The Company’s Financial Statements**

Please see Appendix B for historical financial statements.

**FINANCIAL INFORMATION NOT INDEPENDENTLY REVIEWED**

THE FINANCIAL INFORMATION PROVIDED TO INVESTORS HAS NOT BE REVIEWED BY AN INDEPENDENT PUBLIC ACCOUNTANT AND IS CERTIFIED BY THE PRINCIPAL EXECUTIVE OFFICER OF THE ISSUER.

**Pro Forma Income Statement**

In order to illustrate its future earning potential, the Company has provided a summary of its - year financial forecast. The forecast has been developed by the Company using reasonable best efforts based on their understanding of the industry and market they wish to enter. Please refer to Section (F) of this Offering Memorandum for a list of the risks associated with an investment in the Company and utilizing any pro forma provided by the Company for making investment decisions.

	Year 1	Year 2	Year 3	Year 4	Year 5
Gross Sales	\$531,264	\$610,954	\$672,049	\$719,092	\$755,047
Cost of Goods Sold	\$100,940	\$116,081	\$127,689	\$136,627	\$143,458
Gross Profit	\$430,324	\$494,873	\$544,360	\$582,465	\$611,589
EXPENSES					
Rent	\$60,000	\$61,500	\$63,037	\$64,612	\$66,227
Utilities	\$12,000	\$12,300	\$12,607	\$12,922	\$13,245
Salaries	\$294,480	\$338,652	\$372,516	\$398,591	\$418,520
Insurance	\$4,800	\$4,920	\$5,043	\$5,169	\$5,298
Equipment Lease	\$21,084	\$21,611	\$22,151	\$22,704	\$23,271
Repairs & Maintenance	\$5,000	\$5,125	\$5,253	\$5,384	\$5,518
Legal & Professional Fees	\$2,500	\$2,562	\$2,626	\$2,691	\$2,758
Operating Profit	\$30,460	\$48,203	\$61,127	\$70,392	\$76,752

#### (U) Disqualification Events

Neither The Company nor any individual identified by Section 227.503(a) of Regulation Crowdfunding is the subject of a disqualifying event as defined by Section 227.503 of Regulation Crowdfunding.

#### Explanation

A company is not allowed to raise money using Regulation Crowdfunding if certain designated people associated with the Company (including its directors or executive officers) committed certain prohibited acts (mainly concerned with violations of the securities laws) on or after May 16, 2016. (You can read more about these rules in the Educational Materials.) This item requires a company to disclose whether any of those designated people committed any of those prohibited acts before May 16, 2016.

#### (V) Updates on the Progress of the Offering

To track the investment commitments we've received in this Offering, click to see the [Progress Bar](#).

#### (W) Annual Reports for the Company

The Company will file a report with the Securities and Exchange Commission annually and post the report on our website no later than 120 days after the end of each fiscal year. It's possible that at some point, the Company will not be required to file any more annual reports. We will notify you if that happens.

#### (X) Our Compliance with Reporting Obligations

The Company has never raised money using Regulation Crowdfunding before, and therefore has never been required to file any reports.

**(Y) Other Information Prospective Investors Should Know About**

The Issuer may offer “Perks” as a means of showing appreciation to investors for supporting small community businesses. The offering of “Perks” by issuers is done purely on a voluntary basis and have no influence upon the terms of the Offering. As such, Investor “Perks” are not contractual conditions governed by “the Note” and are not enforceable under “the Note”.

THIS OFFERING IS BEING CONDUCTED PURSUANT TO THE SEC’S TEMPORARY REGULATORY COVID-19 RELIEF WHICH HAS LIMITED CANCELLATION RIGHTS FOR INVESTORS. THE ISSUER HAS ELECTED TO UTILIZE THE SAME CANCELLATION RIGHTS AS A NON-EXPEDITED OFFERING UNDER REGULATION CROWDFUNDING. INVESTORS MAY CANCEL THEIR INVESTMENT FOR ANY REASON UNTIL FORTY EIGHT (48) HOURS PRIOR TO THE OFFERING CLOSE DATE. IF AN INVESTOR DOES NOT CANCEL THEIR INVESTMENT PRIOR TO 48) HOURS TO THE OFFERING CLOSE DATE THEN THE INVESTOR MAY ONLY CANCEL THEIR INVESTMENT IN THE EVENT OF A MATERIAL CHANGE WHICH REQUIRES AFFIRMATIVE RECONFIRMATION OF THEIR INVESTMENT. SHOULD AN INVESTOR NOT CANCEL THEIR INVESTMENT COMMITMENT PRIOR TO 48 HOURS PRIOR TO THE OFFERING CLOSE DATE AND NO MATERIAL CHANGES OCCUR, THE INVESTOR WILL BE UNABLE TO CANCEL THEIR INVESTMENT COMMITMENT AND THE FUNDS WILL BE RELEASED TO THE ISSUER UPON THE CLOSING OF THE OFFERING AND THE INVESTOR WILL RECEIVE SECURITIES IN EXCHANGE FOR HIS OR HER INVESTMENT.

**Additional Information Included in the Form C**

	Most recent fiscal year-end (tax returns)	Prior fiscal year-end (tax returns)
Total Assets	\$141,789.00	\$178,268.00
Cash & Cash Equivalents	\$29,101.00	\$39,483.00
Accounts Receivable	\$0	\$0
Short-term Debt	\$11,328.00	\$12,018.00
Long-term Debt	\$90,620.00	\$78,428.00
Revenues/Sales	\$0	\$0
Cost of Goods Sold	\$49,197.00	\$0
Taxes Paid	\$0	\$0
Net Income	\$-58,064.00	\$-13,598.00

Jurisdictions in which the Company intends to offer the securities:

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V