

3umph Studios

Street address of principal office: 1700 Northside Drive A7 1224,
30318

Company Telephone Number: 4708144738

Website: <https://3umphstudios.com>

Email: biz@jeralclyde.com

Chief Executive Officer: Jeral Clyde II

Telephone Number: 470-814-4738

Type of securities offered: Common Stock A

Price per security: \$6.00

Sales commission, if any: 1%

Minimum number of securities offered: 833,333.000

Maximum number of securities offered: 833,333.00

Total proceeds: If minimum sold: \$4,500,000.00

If maximum sold: \$4,500,000.00

Disclosure: We are not presenting you with a business opportunity.

We are not presenting you with a distributorship. We are not making any claims as to income you may earn. We are not presenting you with an opportunity to get rich.

Before embarking on any endeavor, please use caution and seek the advice of your own personal professional advisors, such as your attorney and your accountant. Where income figures are mentioned (if any), those income figures are

anecdotal information passed on to us concerning the results achieved by the individual sharing the information. We have performed no independent verification of the statements made by those

individuals. Please do not assume that you will make those same income figures. Please do not construe any statement in this website as a claim or representation of average earnings.

There are NO average earnings. Testimonials and statements of individuals are not to be construed as claims or representations of average earnings. We cannot, do not, and will not make any claims as to earnings, average, or otherwise.

Self-Certification of Financials

I, _____, being the _____
of _____,
a _____ Corporation, hereby certify as of
the date of this Form C [or Form C/A] that:

- (i) the accompanying unaudited financial statements of the Company, which comprise the balance sheet as of December 31, 2019 and December 31, 2020 and the related statements of income (deficit), stockholder's equity and cash flows for the years ended December 31, 2019 and December 31, 2020, and the related notes to said financial statements (collectively, the "Financial Statement"), are true and complete in all material respects; and
- (ii) while the Company has not yet filed tax returns for the years ending December 31, 2019 and December 31, 2020, any tax return information in the Financial Statements reflects accurately the information that would be reported in such tax returns.

/s/
(Signature)

(Name)

(Title)

Date
EXHIBIT A
Financial Statements

NOTE: the financial information herein certified by the principal executive officer of the issuer has been provided instead of financial statements reviewed by a public accountant that is independent of the issuer. This is in accordance with Regulation Crowdfunding Rule 201(bb).

FORWARD LOOKING STATEMENTS

This document contains statements that are considered forward-looking statements. Forward-looking statements give our current expectations, plans, objectives, assumptions or forecasts of future events. All statements other than statements of current or

historical fact contained in this annual report, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management

for future operations, are forward-looking statements. These statements are based on our current plans and are subject to risks and uncertainties,

and as such our actual future activities and results of operations may be materially different

from those set forth in the forward looking statements.

Any or all of the forward-looking statements in this quarterly report may turn out to be inaccurate and as such, you should not place undue reliance on these forward-looking statements.

We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe

may affect our financial condition, results of operations, business strategy and financial needs.

The forward-looking statements can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and assumptions due to a number of factors, including:

- continued development of our technology;
- consumer acceptance of our current and future products and services;
- dependence on key personnel;
- competitive factors;
- the operation of our business; and
- general economic conditions.

Executive Summary

The Company

Mission Statement

Our mission is to put every company and entrepreneur in the world into the digital space through media products and services in order to connect media and media producers around the world. In order to achieve our mission, we conduct our business with the following 4 principles in mind: Performance, Innovation, Transparency and Industry.

Corporate Mission

We view ourselves as partners with our clients and online communities and we take personal responsibility in our actions towards each other. We aim to become a worldwide brand capitalizing on the sustained interest in digital entertainment and educational products. Our goal is to moderate growth, increase annual profitability and maintain our originality.

We are inspired by our customers and are dedicated to helping them turn their creative ideas into meaningful actions. Our digital publishing business produces revenue through marketing, sale, and licensing of music, games, e-books, motion pictures, websites and apps in digital format. Our digital service includes video editing, video making, website editing, website making, and introducing mobile game development and mobile application development and non-fungible assets, development and selling.

MILESTONES

After the receipt of the offering proceeds, in milestone month one we will focus on bridging the gap between us and our investors. We will achieve this by open communication between Us, the SEC and IRS for our first board meeting. This will be our first annual shareholders' meeting. In this meeting we will discuss the milestones that are outlined in bullet point format. Our company will also begin registering trademarks and license for the coming years digital assets. We will begin acquiring software and materials for general resources.

Milestone month two we will begin marketing, hiring marketing staff, leading more customers to our website 3umphstudios.com. In the beginning of the month, we will focus on the pre-production process of mobile game development in VR/AR and introduce our game building services.

Milestone month three we will roll out production for our game building services as well as production for our next set of digital assets.

Milestone month four we are continuing production for the games and marketing decisions that were made in pre-production.

Milestone month five we will initiate post production phase and attend road shows, tradeshow and festivals both digitally and physically, respectively.

Milestone month six we track our progress and cut our losers and implement a new strategy if management deem necessary.

Milestone month seven we begin laying the foundation for our Florida location. This provides opportunities for us to actually meet our customers face to face.

Milestone month eight, our focus will be developing partnerships and relationships with the Southeastern Digital Tech and Entertainment World.

We will achieve this by hosting our first annual award show. This award show will bring awareness to the company and continue to establish us as leaders in the digital entertainment industry.

Milestone month nine we are expected to achieve profitability from the pre-production efforts

Milestone month ten our strategy will focus on investor relations.

Milestone month eleven we will focus on the pre-production for the coming year.

Milestone month twelve our efforts will focus on educating the community about 3umph Studios.

If management does not expect the Company to achieve profitability during that time period, describe the business objectives for that period and the steps management intends to take to achieve those objectives.

The following are examples of typical milestones for small business offerings:

acquiring a specific piece of equipment,
registering a trademark,
granting a license
acquiring a specific contract for goods or services
achieving a specific level of net sales,
reaching a specific number of new markets,
generating a specific level of manufacturing output,
reaching a specific level of inventory purchases, or

implementing the next stage of a business plan (e.g., hiring a marketing staff and creating a new marketing department or creating a new production line).

These forward-looking statements speak only as of the date on which they are made, and except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statements to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this quarterly report.

3UMPH STUDIOS, INC.

Unaudited Financial Statements for the Period
Jun 13, 2022 (Inception)
Through June 13, 2023
3UMPH STUDIOS INC.
BALANCE SHEET
As of June 13, 2022 (Unaudited)

3UMPH STUDIOS, INC.
STATEMENT OF OPERATIONS
For Period June, 2022 (Inception)
Through June 6, 2023 (Unaudited)

3UMPH STUDIOS, INC.
STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY
As of June 13, 2022 (Unaudited)

3UMPH STUDIOS, INC.
STATEMENT OF CASH FLOWS
As of June, 2022 (Unaudited) (in millions)

3UMPH STUDIOS, INC.
NOTES TO FINANCIAL STATEMENTS
As of June 13, 2022 (Unaudited)

The financial information herein certified by the principal executive officer of the issuer has been provided instead of financial statements reviewed by a public accountant that is independent of the issuer. This is in accordance with Regulation Crowdfunding Rule 201(bb).

(OPTIONAL DISCLOSURES)

COVID 19

In January 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a Public Health Emergency of International Concern,

which continues to spread throughout the world and has adversely impacted global commercial activity and contributed to significant declines and volatility in financial markets. The coronavirus outbreak and government responses are creating disruption in global supply chains and adversely impacting many industries.

The outbreak could have a continued material adverse impact on economic and market conditions and trigger a period of global economic slowdown. The rapid

development and fluidity of this situation precludes any

prediction as to the ultimate material

adverse impact of the coronavirus outbreak.

Nevertheless, the outbreak presents uncertainty and

risk with respect to the Company, its performance, and its financial results.

NOTE 1 – NATURE OF OPERATIONS

3UMPH STUDIOS, INC. (which may be referred to as the Company, we, us, or our) provides a _____ for _____.

The Company was incorporated in Georgia, have rights to incorporate in Delaware after initial public offering is achieved. on June 13, 2022.

The Company's headquarters are in _____, _____.

The Company began operations in 2013..

The Company has a limited operating history. These matters raise substantial concern about the Company's ability to continue as a going concern (see Note 7).

During the next twelve months, the Company intends to fund its operations with funding

from a crowdfunding campaign (see Note 8) and funds

from revenue producing activities,

if and when such can be realized.

If the Company cannot secure additional

short-term capital, it may cease operations. These financial statements and related notes thereto do not include any adjustments that might result from these uncertainties.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("US GAAP"). The accompanying unaudited financial statements do not include all the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments considered necessary for the fair presentation of the unaudited financial statements for the years presented have been included.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and footnotes thereto. Actual results could materially differ from these estimates. It is reasonably possible that changes in estimates will occur in the near term. Significant estimates inherent in the preparation of the accompanying financial statements include valuation of provision for refunds and chargebacks, equity transactions and contingencies.

Risks and Uncertainties

The Company's business and operations are sensitive to general business and economic conditions in the United States. A host of factors beyond the Company's control could cause fluctuations in these conditions. Adverse conditions may include recession, downturn or otherwise, local competition or changes in consumer taste. These adverse conditions could affect the Company's financial condition and the results of its operations. More risk can be given to you based upon request.

Concentration of Credit Risk

The Company maintains its cash with a major financial digital institution located in the United States of America, which it believes to be creditworthy. The Federal Deposit Insurance Corporation insures balances up to \$250,000. At times, the Company may maintain balances in excess of the federally insured limits.

Cash and Cash Equivalents

Our Company considers short-term, highly liquid investment

with original maturities of three months or less at the time of purchase to be cash equivalents. Cash consists of funds held in the Company's checking account. As of June 13, 2022, the Company had no cash records over 10,000,000.00 on hand.

Fixed Assets

Fixed assets are recorded at cost. Expenditures for renewals and improvements that significantly add to the productive capacity or extend the useful life of an asset are capitalized. Expenditures for maintenance and repairs are charged to expense. When equipment is retired or sold, the cost and related accumulated depreciation are eliminated from the accounts and the resultant gain or loss is reflected in income. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC), the Company has capitalized external direct costs of material and services developed or obtained for software development projects.

Amortization for each software project begins when the computer software is ready for its intended use.

Depreciation is provided using the straight-line method, based on useful lives of the assets which is 2 years for equipment and software.

Our Company reviews the carrying value of fixed assets for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors. Based on this assessment there was no impairment for June 13, 2022.

Fair Value Measurements

Generally accepted accounting principles define fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price) and such principles also establish a fair value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- x Level 1 – Unadjusted quoted

prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. x Level 2 – Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means. x Level 3 – Prices or valuation techniques requiring inputs that are both significant to the fair value measurement and unobservable.

Income Taxes

Income taxes are provided for the tax effects of transactions reporting in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the basis of receivables, property and equipment, intangible assets, and accrued expenses for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. There is no income tax provision for the Company for the year ending March 31, 2020 as there were no operations. In addition, there is a 100% valuation allowance against the net operating losses generated by the Company at March 31, 2020. The Company is taxed as a C Corporation.

Our Company evaluates its tax positions that have been taken or are expected to be taken on income tax returns to determine if an accrual is necessary for uncertain tax positions. The Company will recognize future accrued interest and penalties related to unrecognized tax benefits in income tax expense as incurred.

Revenue Recognition

Effective January 1, 2019, the Company adopted Accounting Standards Codification 606, Revenue from Contracts with Customers (ASC 606).

Revenue is recognized when performance obligations under the terms of the contracts with our customers are satisfied.

Prior to the adoption of ASC 606, we recognized revenue when persuasive evidence of an arrangement

existed, delivery of products had occurred, the sales price was fixed or determinable and collectability was reasonably assured. Our Company generates revenues by selling subscriptions to schools for a specific number of students on a monthly, quarterly, or yearly basis, and selling the Company's education expertise services. The Company's payments are generally collected upfront. For period ending June 13, 2022 the Company recognized no substantial over 10,000,000.00 dollars revenue.

Accounts Receivable

Accounts receivable due from customers are uncollateralized customer obligations due under normal trade terms. Accounts receivable are stated at the amount

billed to the customer. Payments of accounts receivable are allocated to the specific invoices identified on the customer's remittance advice or, if unspecified, are applied to the earliest unpaid invoices. As of June 13, 2022, the company has a prorated amount of 5,000,000 dollars after the closure of our public offering,.

The Company estimates an allowance for doubtful accounts based upon an evaluation of the current status of receivables, historical experience, and other factors as necessary. It is reasonably possible that the Company's estimate of the allowance for doubtful accounts will change.

Advertising

The Company expenses advertising costs as they are incurred.

NOTE 3 – INCOME TAX PROVISION

The Company has filed an income tax return in the United States, as the Company was incorporated in (STATE) on __August 25th__, 2013. 3umph Studios intends to file its income tax return for the year ending June 13, 2022 by the due date set by the Internal Revenue Service.

The return will remain subject to examination under the statute of limitations for a period of three years from the date it is filed.

NOTE 4 – STOCKHOLDERS EQUITY

Common Stock As of June 13, 2022, the Company had authorized 10,000,000.00

shares of common stock. As of June 13, 2022, the Company had 750,000 shares of common stock issued 250,000 shares and outstanding.

NOTE 5 – SHARE-BASED COMPENSATION

After the settlement of the initial public offering our Company will enter into a share-based compensation plan.

NOTE 6 – COMMITMENTS AND CONTINGENCIES

Litigation

The Company is not currently involved with and does not know of any pending or threatening litigation against the Company.

NOTE 7 – MISCELLANEOUS

Any information regarding our company will be given upon request to investors and future investors.

Crowdfunded Offering

The Company is offering (the Crowdfunded Offering)

up to \$5,000,000 in Simple Agreements for Future Equity (SAFEs).

The Company is attempting to raise a minimum amount of \$5,000,000 in this offering and up to

\$5,000,000 maximum. The Company must receive commitments from investors totaling the minimum amount by the offering deadline listed in the Form C, as amended in order to receive any funds.

Management's Evaluation Management has evaluated subsequent events through June 13, 2023, the date the financial statements were available

to be issued. Based on this evaluation, no additional material events were identified which require adjustment or disclosure in the financial statements

Managements Evaluation

Management has evaluated subsequent events through June 13, 2022, the date the financial statements were available to be issued.

Based on this evaluation, no additional material events were identified which require adjustment or disclosure in the financial statements.