

# OVERPLAY

## 2023 REPORT

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### Dear investors,

2023 was an absolute whirlwind for Overplay -- in the best possible way! We brought on some amazing new investors including the gaming fund, Everyrealm, and The Adobe Fund for Design, and we were the only gaming company featured at Adobe Max, THE creator conference. We wrapped a round of funding and with that were able to launch our beta, and bring on key hires like data analysts and product managers. We also began conversations with some major potential partners. We hit all the milestones that we set for ourselves and have been able to set up for a new year that we believe will reach all of our goals.

#### **We need your help!**

2024 will be a HUGE year for Overplay as we continue to launch new features and make the app as fun and user friendly as possible! With that, we would love to speak with creators and brands who would be open to testing their content on Overplay and introducing their audiences to games that they made. We also want to have great people as investors and part of our community, so please share Overplay with your friends!

Sincerely,

*Daniel Projansky*

Co-founder & CEO

# How did we do this year?

## REPORT CARD

A+

### ☺ The Good

We launched the Overplay beta app -- both the game maker and game player for iOS and Android and have made significant updates

We brought on key hires to the product and management team

We partnered with Adobe and have cultivated partnerships that will produce fruit in the coming year

### ☹ The Bad

We had to let go a few underperformers from our team and find replacements.

There were some delays in announcing our Adobe Express add-on.

We had to delay launching a few new features because of other unexpected priorities.

## 2023 At a Glance

January 1 to December 31



\$0

Revenue



-\$1,445,375

Net Loss



\$103,190 +58%

Short Term Debt



\$1,843,153

Raised in 2023



\$225,000

Cash on Hand  
As of 02/15/24

INCOME

BALANCE

NARRATIVE

\$0

● Revenues ● Profit

\$0



Net Margin: 0%    Gross Margin: 0%    Return on Assets: -173%    Earnings per Share: -\$0.15    Revenue per Employee: \$0

Cash to Assets: 55%    Revenue to Receivables: ~    Debt Ratio: 574%

[📄 Overplay\\_Financials\\_and\\_Audit\\_Report\\_2023\\_and\\_2022\\_\\_1\\_.pdf](#)

## We ❤️ Our 1,054 Investors

Thank You For Believing In Us

Juha Fililin	Rashid Alshaiikh	Ivy Caldwell	James I Armbruster II	Scott E Kaplan	David Harper
Vishesh Kumar	Nathan Camp	Alicia Higareda	Ozlem Derici Sengul	Kristján Pétursson	William Cook
Ector Ray Salinas	Latasha Armstrong	Violet Velazquez	Adele Marie	Sheri Rankin	Rachel Baygboe Heermann
Weygen Lamsis Totanes	Orla Rainert	Darren Dickerson	Duane Pooley	Robert William Gladwin	Frank Rodgers
German Q Cruz	Robert Garrison	Mark Jones	Uzoamaka Ben-Israel	Chacko Kurian	Amy Hoiden
Udaypreet Singh	Robert Gill Brennan	Allen J Gebert	Muthu SANKARAN	Wanda Sheffield	Eddie Korkis
Richard L McNelly	Chatri Jhunjhnuwala	Tim Woodyard	Lance Recker	Henry B Harris	Dan Devlin
Toby Gussman	Aleksander Prudnik	Vishal Madan	J.R. Coleman	Brad Kessler	Lloyd Wright
Lorenza Eason	Lloyd Holbrook	Joseph Lizyness	Rodney Williams	Hatem Rowaihy	David Byrne
Cataldo Melpignano	Michelle Patrick	Maria Springer	Jeanne Berger	David Macario	Rahul Patel
Nathan Argenta	Daniel Zawacki	Colin Gray	Kathleen Jones	Blossom Toussaint	Anthony Holloway
Wardell Carter	Harshkumar Patel	Darren T Smith	John Stephens	Pattie Mercadante	John Feigate
Neryk Davydov	Incolo Life	Larry Dent Jr	Brian Ososky	Deborah Johnson	Jason G Croft
Rickey Johnson	Stephanie Denise Hall	Ed Silvels	Loris Brown	Donald Runnells	Gary and Leila Nelson
Thomas Francis	Birun Balemi	Nathaniel Adams Jr	Joe Edmonds	Damon Jackson	Ahmed Heiba
Hiram Wong	Michelle Kirch	Mark Bruckner	Baron Quan	Julie Okello	Jennifer Benson
Ana Amengual Asa	Andre Harrell	Daniel Murillo	Michael Ballo	Danny Dumond	Pramod Rustagi
Kris Martinez	Kevin Brown	Tom Wright	Subhash Narayanan	Koby Conrad	Ash Kumra
Faisal Mohammed A AJAJI	Lisa Seymour	Catherine L Buchanan	Lafayette Williams	Laura Lloyd	Amarkanth Ranganamayana
Samuel K Ameyaw MD MBA	Leroy Young	Terrance Smith	Krown Deon	Jaime Matus	Dave Covell
Randy R Osborn	Ty Ron Robinson II	Ivan Chicchon	Andrew Petcash	C Dakota Morris-Terry	Pauline B
Eamon McGlynn	Johanna Cardenas	Sfc Waverly Burnley	Jaya Satya Prakesh Allaparthi	Lotika Savant	Kirk D Nadt
I Woolley	Thomas C Rockeymoore	Mervin Mohamed	Norman Kennedy	Angie Sartori	Bill Casti
Theodoros Zorbas	Roger Evans	Robert C Pasiker Jr	Susan Engwall	Gunter Van Den Bossche	Margaret Brown
Raghuraman Venkataraman	Phillip Hogan Jr	Sahana Jayaraman	Rossella Ferrari	Josip Baran	Erika Samuels
Larissa LaBohne-Flournoy	Dolores Terry	Solendra Barefield	Johnny Evans	Sumith Jain	Alex Andreyev
Jackie Frederick	Joseph Apper Sr.	Mohan Rai	Messimo DiMeo	Bryan Tan	Bryan Tan
J. A	Kenneth Walls	Cassidy Sanchez	J.J Furlano	Brian McKeown	Cassie Greutman
Pancho Daskalov	Eric Weiner	Aron Roberts	Aye Akoda	Michael G. Dickerson	Pauline B
Henry Osemhanre	Reynaldo Aragones	Johnny Linebarger	Markus Feiglbinder	Geraldo Pilon	Louis Fakrogha
Kim Lightbourne	Jamey Isom	Tristin Chambers	Phillip Wright	Howard L Williams	Scotty H
Errol Hillier	Naeem Smith	Reg "Mr Least" Pugh	Henry Duong	Doriot Venture Club	Ramesh Naidu
Jeremy Castillo Vargas	Ryan Hetherington	Jennifer Creative Devs	Matthew Kelly	Deepthi Welaratna	Carla Gorosito Cox
Sarit Rana	Jay K	Heldi Fox	Karlín Falk	Gregory Silva	Marco Pan
Cathy Li	Adrian Najjar	Francis Nuessle	Jason Beaton	Nick Zhang	W T
Jonathan Grubb	David Grim	James Isaacs	Peter Williams	Stacy Patrick	Doug Behenna
Anton Baltaga	Diane Loux	Wilfrid Jean-francois	Johan Håkansson	Troy Woodman	Bart Bronk
Erika Flood-Moultrie	Eric Sapp	David Weinberger	Sharonnie Haywood	Parin Vasava	Samina Seth
Lucy Chow	Todd Weiss	Carrie Mass	Ouadie BOUSSAID	Stef Bezanis	Tina Moglia
Bryan Wilson	Jess Drelling	Carlos Niederstrasser	Talib Saifee	Danny Bellish	P Y
Christina Massalay	Ian Oberdorf	Grace Almeida	Alex Raskin	Omar Rosario	Robert Kajiru
Meakose Edmond A.K.A Meakey...	S Goldman	Aaron Knapp	Janice Priest	Draven Pike	Christine Tuller
Corrina Smith	Da Lisa New Williams	Kalvin Cox	Smita V. Jain	Jennifer Merritt	Joshua Bailey
Roderick Herron	Sarah Fitzmayer	Nadine Zylstra	Richard Jones	Jessie Mbah	Conrad Ruiz
John Wilson	Patrick Guei	Ingrid Robleto	Brian Banton	Ex D	Andrew Onikepe
Xavier Alvarez-Tostado	James Gaboton	Nicolas Balbachan	Evan Hartwig	Jaff Steinberg	Spike Cohen
Regis Marchal	Alit Pillai	Bill Blackburn	Mike Moe	Victoria Theodore	Jared Brenner
Mary Jean Fischer	Michael St John	Nick Azpilicueta	Reginald Eugene ROUZARD	Olya Mengazetdinova	A P
Keith Hernandez	Adel Bin Feyek	Haiyun Lu	Carl Warren Trebesh	Adam Ferris	Kelly Harcrow
Shari Bell	Tony Levins	Cory Trivax	Omar Alshai	Valerie Sherpa	Malcolm Silberman
Sean Winner	Vikrant Rathore	Deon A	S Stulberg	Nathaniel Smith	Adam Jacobson
Chris Scheevel	Steven Ship	Bryan Porter	Henry Shao	Jakob Andersson	Benjamin Lewis
Joe Baranco	Shawn Hoffman	Derek C	Dwight D Thomas	John Yacoub	Clair James
Maru Toyama	Matthias Wynants	Veonne Anderson	Steve B	Jesus Riojas Nava	Duke Duncan
Giuseppe Oppedisano	David Taylor	Alex Noonan	Marvin Mitchell	Mark Umbach	Daniel Crosby
Christine Brown-Clower	Aaron Knapp	Khalid Al Salti	Kristin Retherford	Noreen Whysell	Kevin Brown
Thu Do	Srikanth Nimmagadda	Thomas Seratini	Jack McCall	Rob Ross	Martha V
Anikush Bhargava	Jorinda Vide	Badal Heider	Thomas Merchant	Lokesh Bhatia	Sandy Ohlson
Ryan Young	William Cundiff	Wayne Harris	Brandon DeMarco	Jeffery Gray	Jesse Williamson
Kresten Dahl	D P	Djibril Issoufou	Jandjr Happy	Jeremy Ricketts	Vanesa Abar
Gershon Bialer	Sumen Murali	Morgan Hall	Google User	Sarath V	Paul Regalia
Christopher H	Ali Abdulla Rashed Alohaheir	Tommy Trinh	Buks Oloks	Alexander Keller	David Friedman
Age Posthuma	Meagan Murray	Yitzchok Adolf	Luis Sotolongo	Petru Seracin	Cindy Frost
Tina Laningham	Cliff Sandys	Joshua Grinnell	Shashin Patel	Charles L. BILBERRY	Tochukwu Duru
John Kramer, Jr	Darrell Wayne Powell	Brian K Lagrange	John Shie	Dr. Michael Sharrock	Paul D Edwards
Carlos Barron	Amir Choksi	Omorie Mckell	Sheila Knox	Aidan Fitzsimmons	Martin Ernst
Markus Vitulli	Brian Lemon	Marjory GUENTZLER	Chrissy Giffin-Kuhle	Gregory Byrd	Hiraj Adya
Robert D Johnson	Dusty Hass	David Pardo	Tracy Rookard	Michal Todorovic	Brian Long
Richard Hines	Craig Wilson	Craig Wilson	Edgar Santos	Madu Matikona	David Yoon

#### ARMED SERVICES

Taylor Marcus  
Glenn Dietz  
Hilary Maguire  
Dat Huynh  
Brittany Reyes-Romero  
Michael Fields  
Anthony Ward  
Sarah Projansky  
Lin Huang  
Keith Pearson  
Stephanie Murray  
Ajay Jain  
Rahul Pm  
Kenny Klaus  
Low Soon KEN  
William Quinn  
Kumar Sivalingam  
David Martin  
Peter DURWOOD  
Katie G  
Lelux IXI  
Elizabeth Costello  
Troy Woolston  
Dirk Verbeeck  
Adam Kirsch  
Aseem Mathur  
Jordan Hunt  
Robert F Bentley  
James Orr  
Jen Zielinski  
Jackie Jack  
Julie Rosselli  
Jan Wieronski  
Eric Rossi  
Kerry Schuetze  
Michael Celaya  
Khalid Zuberi  
Dana Travis  
Michael Sayles Jr  
Richard Armstrong  
Trent Miesner  
Alberto Saucedo  
Gene Makoto Sugita  
Jasmine Daniel  
Ron Westcott  
Gaurav Tulsyan  
Banu Ozkazanc Pen  
Michael Uwakwe  
Maxim Novosoltsov  
Abel Osagie  
Saul STOOGENKE  
David Young  
Michael Peele  
Sherry James  
Konstantinos Alymatiris  
Jared Ottley  
Ralph Gorham  
Michael P Gretchan  
Carlos A. Mateo Jr.  
Anise Khan  
Danniel Johnson  
Terrance Harper  
Judith Souza  
Scott Pollack  
Anthony MCKEE  
Rodney P  
Jammi Smith  
Troleite Doe-Williams  
Gic Markets  
Julianne Marie Hall  
Moss Baranello  
IRA Horwitz  
Keith Stoddard  
Abhinav Nagpal  
Edward Nako  
Evan Reynolds  
Stephen H Guln Jr  
Jeffrey Morgan  
Matthew Roberson

#### ARMED SERVICES

Garridy McEwen  
Demarquelevs Stafford  
Cindy M Gray  
Lance Leach  
Chris Seidensticker  
Shannon Cheng  
Abdul Smadi  
Amy T. Roetschke  
George Cordero  
Joel RAMBO  
Ehab Rezk  
Mike Danielson  
Jaimie Eve Tavenner  
Donnie O'Neal  
Carey Macon III  
Ryan Quintana  
Bob Ursini  
Kelvin Garner  
John Hawkins  
Stephen O  
Adam Weinstein  
Steve Tucker  
Marisa Adam  
Rachit Pareek  
Di Onetta Jones Crayton  
Harpreet Singh  
Travis Meinders  
Roland Dilley  
Jan Weinstein  
Rudolfo Munguia  
Daniel Weinstein  
Danny Lindley  
Christopher Nde  
Lori Wallower  
Kaiman Kaplan  
Nathaniel Mc Queen Jr.  
Chuck Crabb  
Sherry Everett  
Robert W Ford  
Shiloh Beene  
Robert Ford  
John Council  
Rakesh Sharma  
Gregory Liccardi  
Matthew Rostermundt  
Daniels Bobbie  
Shawn Dockstader  
Renand Agencor  
Sergii Mishchaniuk  
Kenneth Hime  
Juanetta Holt-Davenport  
Ricardo Griffin  
Manny Russell  
Tim Amann  
Patrick Kummer  
Dana Allen  
Robert Kohler  
Marcus Grant  
Aashish Sharma  
Rachel Reynolds  
Jahanguir Azodi  
Mariam G.  
Jimmy Black  
Su Que Leong  
Patrick Kane  
Mark B Mitchell  
Phillip Rohrer  
Blaine Schmidlapp  
Shuang Wu  
Nancy Smith  
Vanikata Borda  
Giorgio Roverato  
Ake GERMAIN  
Rodney Deas  
Jim Minter  
Andrew Adegboyega Oshobu  
Xavier Salinas  
Nazar Dzendzelluk  
Adrienne Q

#### ARMED SERVICES

Polo Gomez  
Nghia Dai TRAN  
Joel Fishman  
John Caldwell  
Aaron Culver  
Sandy Toth  
David Linnarz  
Jonathan Bellaiche  
Judith Rivera  
Rae Vermaulen  
Abelardo Garcia Jr.  
Paul Lucas  
Eric DeRoche  
Donnie O'Neal  
Roger Wieting  
Joshua Chodnicwicz  
Douglas Tobin  
Lacey Stanton  
William Johnson, IV  
Dmitry Koltunov  
Debbie Pryse  
Amber Lynn Celaya  
Darlington Etummi  
OJ Associates, LLC  
Tina Warmenbol  
Siegmond Shyu  
David Howard  
Shiveni Kumar  
Knut Bekk  
Wade Chalfant  
Javier Aceto  
Frank Peart  
Barthelemy Dlouf  
Philip Ranta  
Amy Barkat  
John Delk  
Peter Camperos  
Daniel Schmitt  
Liza Ciccone  
Angus Glover Wilson  
Michael Plath  
Eric Zimuia  
Joseph Dirksmeier  
Shelley Danks  
Ndidi Asiodu-Hamann  
Robert Stockdale  
Jack Anthony Littman  
Jeffrey M DAY  
Victoria C. Marozas  
Patrice Brown  
Willie O. Holt JR.  
Sean Ays  
Atilla Korkut  
Payal Gandhi  
Michael Martin  
Dilek Duygu Yavuz  
Reddrick Watson  
Thomas W LeBlanc  
Christopher Hudson  
Florian Lopes  
Dale Emile  
Aivanaa Maraea  
Dana Jackson  
James V Damiani  
Alex Michel  
Elise Schuster  
Berkant Akartürk  
Anna Winters  
Christy May Conaway  
Joseph Daniels  
Christian Szegedy  
Connie Harvey  
Sean Q Anderson  
Laura Marie Symmes  
Martin Wagner  
Shelby Thuruthumall  
Phanoendra Pavuluri  
J C Jackson  
Naifa Farouky  
Ashley Springer

#### ARMED SERVICES

Bridget Fallon  
Justin Pond  
Sungli Morsella  
Austin Gottschalk  
Erica Marx  
Thompson Terry  
Imran Gohar  
Liew Wui Leong  
Naqib Khan  
Chris Alvarez  
Danny Lee  
Jim Nolan  
Richard Benko  
Debbie Johns  
Sharon Elliott  
Carilin Altman  
Mahya Tarashti  
Terry Sadler  
W Kim Colich  
Jeremy Lamont  
David Robert Celaya  
Jessica Lang  
Andrea Madho  
Teneisha Coleman  
Susan Marie Sell  
Sandy T  
Hanna Liebman Dershowitz  
Alan B Salisbury  
Melvin Harrison  
Timothy Brown  
Fabian Lewis  
Doreen Amber Loomis  
Justin Bergner  
Angella TASSIN  
Daniel Johnson  
Amani Latson  
Julie L. Hilleshiem  
Susan Gochenaour  
Lisa G  
Robert Blair  
Randy Janeway  
Princess Flores  
Eugene Mc Elroy  
Georgina Hope  
Jackie Telfair Jr  
Matt Cooper  
Barry Wolfeld  
Joseph MacDonald  
Ahmed Almatrooshi  
Adam Verstaegen  
Orit Avni-Barron  
Hamilton Magtibay  
Darren J Crowley  
Clifford Butler  
Joshua Ogundiran  
Brian Gefskey  
Kerry Adler  
Zabar Akbar  
Michelle Rachel Ramirez  
Nikolche Mihajlovski  
Jerry Irwin  
Adlis Boudoin  
Peggy Huey  
Mike Mathioudakis  
Randall Barnett  
Wilmer Jeam  
Theresa Saunders  
Paul Newby  
Hector Bosa  
Brian Smolens  
Patrick Green  
Nadia Sherman  
Howard Jeffery  
Kim Trammell  
Lisa Mazzio  
Mitchell Kunkler  
Bruce Packer  
Eliza Velasquez

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Joseph C. Oliver  
Vito Zaccone  
Darshy MEHTA  
Malik Whittington  
Pamela Stone  
Meredith Bennett  
Verthlis N Young Jr  
Veronica Mcrae  
Mohamed Ayash  
Sandro Secchi  
Payal Gandhi  
Allison Cunningham  
Mitchell Womack  
Deana Snyder  
Rami Taha  
Roberta Ridolfi  
Luke O. Nwizu  
Sanjay Shah  
Steven Carroll  
Marie Cecile Girard-Jones  
Zachary Pember  
James Punishill  
Marcel Ebersbach  
Tommy Ibrahim  
Nathan Prentice  
Ivan Gonzalez  
Bob Pasker  
Edward Kelly Medlock  
James Weffen  
William Kohl  
Shayne Watson  
John Studenka  
Bernard Nalopka  
Carol Lynn Parente  
Marc Wüerttemberger  
Dane Havar  
Susanna Singh  
Penny Johnson  
Li Ann Wong  
Aaron Haubert  
Khri Persaud  
Anne S Legoute  
Eddie Rivera  
Dennis Billings  
William Horwitz  
Matthew J SANDERS  
Ron Jackson  
Louis Rivera  
Chul Kim  
Spencer Ross  
Anthony Miller  
Vikrent Mathur  
Pavel Cerny  
Yolonda Broughton  
Brian Fischer  
Jennifer Smith  
Cory Cheung  
Ann Verhagen  
Gaurav Goel  
Kris Hyun  
Jonathan Osivwemu  
Cory Turner  
Rob Orsini  
Chelsea Holly  
Aram Hekinian  
Patrick Verrijssen  
Maria Nicolaou  
Victor O Malki  
David Soendker  
Cariota Aluja  
Robert J. Mosley  
Shan CARTER  
Thomas Johnson  
Ruben Romero  
Marichae Coleman  
Nfor Tankfu NCHANJI  
Kelby Moore  
Maya Projansky

#### ARMED SERVICES

James Steven Johnson  
Martin Ebner  
Nicholas Newton  
Kimberly Fronk  
Kathleen Galek  
Rob Erickson  
Eric MacLeod  
Timothy Duphily  
Tsvetan Nikolov  
Holly Rice  
Simon Flax  
Qwel Anxiety  
Paul Patterson Jr  
Diamaris Marta  
Macovei Florin  
Lori Ono  
Felicia Wheaton  
Waqar Rizvi  
Nat Mos  
Joette Warren  
Shadeed Willis  
David Botsford  
David Scheffele  
Mary Rita Weissman  
Jane Jovanovic  
Mike Jones  
Teri Bansbach  
Andrea Anderson  
John R HASH  
Marc Wüerttemberger  
La Shawn Edwards-Ashley  
Joan Davis  
Richard Bjelland  
John Scott  
Jeff Schwartz  
Kurt Wickham  
Shaun Mitchell  
Stephen Thomas  
Nagour Haja  
Geogy Philip  
Julian D Jonker  
Scott ITTERSAGEN  
John Shimeall  
Chris Carter  
Ricardo Delgadillo  
Sandy Sandler  
Ugur Ozer  
Nicholas Gessner  
Himeja Banthikatta  
Raja Mallepeddi  
Jon Francis DeLeon  
Alberto Guerrero  
Tony Susanto  
Taasha Spire-Sweet  
TDJ Entrepriase  
Fahad ALARADAH  
NARESHKUMAR VENKATRAJULU  
Ronald A Rose  
Hareesha Rameshappa  
Gina Cardazone  
Enjellusha Yide  
Jennifer Knott  
Bryce Litwin  
Daniel Vergara  
Matilde Aluja Amill  
Robert Costa  
Rebecca Meek Horton, LLC  
Wallace Edward Averill IV  
Vanessa Lam  
Mehran Kelvanfar  
Lester Watkins  
Shanna Smith-Jackson  
Jaxay Lewis

Thank You!

From the Overplay Team



**Daniel Projansky**

Co-founder & CEO

Emmy-nominated & BAFTA award-winning interactive creator. Created apps with 25M+ downloads & games



**Caroline Strzalka**

Co-founder & COO

2x founder & former Citigroup investment banker (\$8.7B Kraft & \$300M GameStop IPOs). Former

for Playstation, Xbox, & Nintendo.  
Former VP Interactive Production ...

Scholastic VP & Director at Sesame  
Workshop. Secured partnerships...



### Facundo Mounes

#### Head of Games

Game monetization expert.  
Former Lead Game Designer at  
Jam City, overseeing games with  
1M+ DAU. Designed/produced...



### Thomas Vu

#### Advisor & Investor

Investor, Emmy-award winning  
producer & franchise builder.  
Head of Creative & Franchise  
Development + R&D at Riot...



### David Strickland

#### Technical Advisor

30+ years as Tech Executive.  
CTO at Press Sports. Former VP  
of Tech at Peloton. Scaled tech  
teams from 0 to 40 people....

## Details

### The Board of Directors

Director	Occupation	Joined
Daniel Projansky	CEO @ Overplay	2017

### Officers

Officer	Title	Joined
Caroline Strzalka	COO	2021
Daniel Projansky	CEO	2017

### Voting Power ⓘ

Holder	Securities Held	Voting Power
Caroline Strzalka	2,625,000 Common Stock	27.0%
Daniel Projansky	5,250,000 Common Stock	53.9%

### Past Equity Fundraises

Date	Amount	Security	Exemption
12/2018	\$10,000		Section 4(a)(2)
12/2019	\$60,000		Other
12/2020	\$65,000		Other
01/2021	\$150,000	Safe	Section 4(a)(2)
06/2021	\$1,350,000	Safe	Section 4(a)(2)
09/2022	\$125,000	Safe	Section 4(a)(2)
12/2022	\$80,000		Other
12/2022	\$47,000		Other
01/2023	\$26,000		Other
03/2023	\$75,000		506(c)
09/2023	\$733,000	Safe	Section 4(a)(2)
10/2023	\$959,153		4(a)(6)
11/2023	\$50,000	Safe	Section 4(a)(2)
02/2024	\$1,277,500	Safe	Section 4(a)(2)

The use of proceeds is to fund general operations.

### Outstanding Debts

Lender	Issued	Amount	Outstanding	Interest	Maturity	Current?
Daniel Projansky ⓘ	12/31/2018	\$10,000	\$0 ⓘ	3.0%		Yes
Daniel Projansky ⓘ	12/31/2019	\$60,000	\$0 ⓘ	3.0%		
Daniel Projansky ⓘ	12/31/2020	\$65,000	\$71,027 ⓘ	3.0%		Yes
Caroline Strzalka ⓘ	12/02/2022	\$80,000	\$0 ⓘ	3.0%		Yes
Daniel Projansky ⓘ	12/02/2022	\$47,000	\$15,505 ⓘ	3.0%		Yes
Daniel Projansky ⓘ	01/31/2023	\$26,000	\$0 ⓘ	3.0%		

### Related Party Transactions



\$32,500 of the SAFEs raised in 2023 were issued to related parties of founders Dan Projansky and Caroline Strzalka. \$7,500 was from Dan Projansky's father Arnold Projansky, and \$25,000 from Caroline Strzalka's father John Strzalka.

## Capital Structure

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Common Stock	10,000,000	9,739,280	Yes
Warrants:	0		
Options:	0		

## Form C Risks:

The Company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case the Company might need to reduce sales & marketing, engineering, or other expenses. Our planned product launch could be delayed as a result. Even if the Company raises the entire round successfully, we may need to raise more capital in the future in order to continue. Even if we do make successful offering(s) in the future, the terms of that offering might result in your investment in the company being worth less because of the terms of future investment rounds.

We may provide certain projected results of operations to prospective investors in connection with this offering. Projections are hypothetical and based upon present factors thought by management to influence our operations. Projections do not, and cannot, take into account such factors as market fluctuations, unforeseeable events such as natural disasters, the terms and conditions of any possible financing, and other possible occurrences that are beyond our ability to control or even to predict. While management believes that the projections reflect the possible outcome of our operation and performance, results depicted in the projections cannot be guaranteed.

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.

The Company may never receive a future equity financing or elect to convert the Securities upon such future financing. In addition, the Company may never undergo a liquidity event such as a sale of the Company or an IPO. If neither the conversion of the Securities nor a liquidity event occurs, the Purchasers could be left holding the Securities in perpetuity. The Securities have numerous transfer restrictions and will likely be highly illiquid, with no secondary market on which to sell them. The Securities are not equity interests, have no ownership rights, have no rights to the Company's assets or profits and have no voting rights or ability to direct the Company or its actions.

We can provide no assurance that potential competitors will not provide products or services comparable or superior to those provided by us or adapt more quickly than we do to evolving industry or market trends. Increased competition may result in revenue reductions, reduced gross margins and loss of market share, any of which would materially and adversely affect our business, prospects, financial condition or results of operations. We cannot assure investors that we will be able to compete effectively against potential competitors.

We rely heavily on our technology and intellectual property, but we may be unable to adequately or cost-effectively protect or enforce our intellectual property rights, thereby weakening our competitive position and increasing operating costs.

The Company is an early stage company incorporated in 2017. Accordingly, the Company's operations are subject to all the risks inherent in the establishment of a new business enterprise, including potential operating losses. Any investment in the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in an early stage of development in new technologies and rapidly evolving markets. These risks include the Company's substantial dependence on consumer acceptance of a new technological product, our need to conduct product development, and our need to expand our sales and support organizations, manage changing operations, develop strategic relationships, control costs and expenses, maintain and enhance our brand, attract, integrate, retain and motivate qualified personnel, and rely upon acceptance and growth in our targeted markets. In addition to being subject to all of the risks associated with the creation of a new business, the Company will be subject to factors affecting business generally, such as general economic conditions, increasing government regulatory activity, consumer sentiments and competition. The Company believes that the estimates prepared by them as to capital and personnel required for their operations are reasonable, but until their operations have continued for a period of time, it will be impossible to determine the accuracy of such estimates. No assurance can be given as to the ultimate success of the Company. The likelihood of the success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the formation of a new business and the development of a new technology.

To generate revenues we must attract users of Overplay in the marketplace. Potential players and content creators must be aware we exist and be able to find us. We need to demonstrate how our platform can be useful to them. That could require us to devote more resources to marketing efforts, including advertising and other expenses, to build public awareness of our brand. Even with an enhanced marketing effort, there is no guarantee that we will be able to attract a large number of users to download our app and in turn, convert them into users. Any number of conditions could affect the success of our marketing efforts, including a poorly executed campaign, the failure to build a compelling product, or an inability to keep up with new technologies, which could have a negative impact on user experience with our website and adversely affect our results of operations and future growth.

The company has not yet authorized the preferred stock that investors in this SAFE may receive upon conversion.

## Description of Securities for Prior Reg CF Raise

Additional issuances of securities. Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured. The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make



a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

**Issuer repurchases of securities.** The Company may have authority to repurchase its securities from shareholders, which may serve to decrease any liquidity in the market for such securities, decrease the percentage interests held by other similarly situated investors to the Investor, and create pressure on the Investor to sell its securities to the Company concurrently.

**A sale of the issuer or of assets of the issuer.** As a minority owner of the Company, the Investor will have limited or no ability to influence a potential sale of the Company or a substantial portion of its assets. Thus, the Investor will rely upon the executive management of the Company and the Board of Directors of the Company to manage the Company so as to maximize value for shareholders. Accordingly, the success of the Investor's investment in the Company will depend in large part upon the skill and expertise of the executive management of the Company and the Board of Directors of the Company. If the Board Of Directors of the Company authorizes a sale of all or a part of the Company, or a disposition of a substantial portion of the Company's assets, there can be no guarantee that the value received by the Investor, together with the fair market estimate of the value remaining in the Company, will be equal to or exceed the value of the Investor's initial investment in the Company.

**Transactions with related parties.** The Investor should be aware that there will be occasions when the Company may encounter potential conflicts of interest in its operations. On any issue involving conflicts of interest, the executive management and Board of Directors of the Company will be guided by their good faith judgement as to the Company's best interests. The Company may engage in transactions with affiliates, subsidiaries or other related parties, which may be on terms which are not arm's-length, but will be in all cases consistent with the duties of the management of the Company to its shareholders. By acquiring an interest in the Company, the Investor will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

### **Minority Ownership**

An Investor in the Company will likely hold a minority position in the Company, and thus be limited as to its ability to control or influence the governance and operations of the Company.

The marketability and value of the Investor's interest in the Company will depend upon many factors outside the control of the Investor. The Company will be managed by its officers and be governed in accordance with the strategic direction and decision-making of its Board Of Directors, and the Investor will have no independent right to name or remove an officer or member of the Board Of Directors of the Company.

Following the Investor's investment in the Company, the Company may sell interests to additional investors, which will dilute the percentage interest of the Investor in the Company. The Investor may have the opportunity to increase its investment in the Company in such a transaction, but such opportunity cannot be assured.

The amount of additional financing needed by the Company, if any, will depend upon the maturity and objectives of the Company. The declining of an opportunity or the inability of the Investor to make a follow-on investment, or the lack of an opportunity to make such a follow-on investment, may result in substantial dilution of the Investor's interest in the Company.

### **Exercise of Rights Held by Principal Shareholders**

As holders of a majority-in-interest of voting rights in the Company, the shareholders may make decisions with which the Investor disagrees, or that negatively affect the value of the Investor's securities in the Company, and the Investor will have no recourse to change these decisions. The Investor's interests may conflict with those of other investors, and there is no guarantee that the Company will develop in a way that is optimal for or advantageous to the Investor. For example, the shareholders may change the terms of the articles of incorporation for the company, change the terms of securities issued by the Company, change the management of the Company, and even force out minority holders of securities. The shareholders may make changes that affect the tax treatment of the Company in ways that are unfavorable to you but favorable to them. They may also vote to engage in new offerings and/or to register certain of the Company's securities in a way that negatively affects the value of the securities the Investor owns. Other holders of securities of the Company may also have access to more information than the Investor, leaving the Investor at a disadvantage with respect to any decisions regarding the securities he or she owns. The shareholders have the right to redeem their securities at any time. Shareholders could decide to force the Company to redeem their securities at a time that is not favorable to the Investor and is damaging to the Company. Investors' exit may affect the value of the Company and/or its viability. In cases where the rights of holders of convertible debt, SAFES, or other outstanding options or warrants are exercised, or if new awards are granted under our equity compensation plans, an Investor's interests in the Company may be diluted. This means that the pro-rata portion of the Company represented by the Investor's securities will decrease, which could also diminish the Investor's voting and/or economic rights. In addition, as discussed above, if a majority-in-interest of holders of securities with voting rights cause the Company to issue additional stock, an Investor's interest will typically also be diluted.

### **Restrictions on Transfer**

The securities offered via Regulation Crowdfunding may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor <sup>①</sup> ;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance. <sup>②</sup>

### **Valuation Methodology for Prior Reg CF Raise**

The offering price for the securities offered pursuant to this Form C has been determined arbitrarily by the Company, and does not necessarily bear any relationship to the Company's book value, assets, earnings or other generally accepted valuation criteria. In determining the offering price, the Company did not employ investment banking firms or other outside organizations to make an independent appraisal or evaluation. Accordingly, the offering price should

not be considered to be indicative of the actual value of the securities offered hereby.

The initial amount invested in a SAFE is determined by the investor, and we do not guarantee that the SAFE will be converted into any particular number of shares of Preferred Stock . As discussed in Question 13, when we engage in an offering of equity interests involving Preferred Stock , Investors may receive a number of shares of Preferred Stock calculated as either (i) the total value of the Investor's investment, divided by the price of the Preferred Stock being issued to new Investors, or (ii) if the valuation for the company is more than the Valuation Cap, the amount invested divided by the quotient of (a) the Valuation Cap divided by (b) the total amount of the Company's capitalization at that time. Because there will likely be no public market for our securities prior to an initial public offering or similar liquidity event, the price of the Preferred Stock that Investors will receive, and/or the total value of the Company's capitalization, will be determined by our board of directors . Among the factors we may consider in determining the price of Preferred Stock are prevailing market conditions, our financial information, market valuations of other companies that we believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant. In the future, we will perform valuations of our stock (including both common stock and Preferred Stock) that take into account, as applicable, factors such as the following:

- unrelated third party valuations;
- the price at which we sell other securities in light of the relative rights, preferences and privileges of those securities;
- our results of operations, financial position and capital resources;
- current business conditions and projections;
- the marketability or lack thereof of the securities;
- the hiring of key personnel and the experience of our management;
- the introduction of new products;
- the risk inherent in the development and expansion of our products;
- our stage of development and material risks related to our business;
- the likelihood of achieving a liquidity event, such as an initial public offering or a sale of our company given the prevailing market conditions and the nature and history of our business;
- industry trends and competitive environment;
- trends in consumer spending, including consumer confidence;
- overall economic indicators, including gross domestic product, employment, inflation and interest rates; and
- the general economic outlook.

We will analyze factors such as those described above using a combination of financial and market-based methodologies to determine our business enterprise value. For example, we may use methodologies that assume that businesses operating in the same industry will share similar characteristics and that the Company's value will correlate to those characteristics, and/or methodologies that compare transactions in similar securities issued by us that were conducted in the market.

#### **Company**

Overplay Games, Inc.  
Delaware Corporation  
Organized August 2017  
2 employees  
124 Allen St  
Apt 5C  
New York NY 10002 <https://overplay.com/>

#### **Business Description**

Refer to the Overplay profile.

#### **EDGAR Filing**

The Securities and Exchange Commission hosts the official version of this annual report on their EDGAR web site. It looks like it was built in 1989.

#### **Compliance with Prior Annual Reports**

Overplay is current with all reporting requirements under Rule 202 of Regulation Crowdfunding.

#### **All prior investor updates**

You can refer to the company's updates page to view all updates to date. Updates are for investors only and will require you to log in to the Wefunder account used to make the investment.

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