

Office of Small Business Policy
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549



March 31, 2026

Re: Angel Studios 010, Inc.
File No. 024-12585

Ladies and Gentlemen,

We are writing on behalf of our client, Angel Studios 010, Inc., a Delaware corporation (the “*Company*”), to respectfully request that, based on the facts and circumstances set forth below, the staff of the Division of Corporation Finance (the “*Staff*”) of the Securities and Exchange Commission (the “*Commission*”) confirm that it will not recommend the Commission take enforcement action if the Company files a Form 1-Z to suspend its reporting obligations on or prior to April 30, 2026, the due date of its annual report, notwithstanding Rule 257(d)(4)(ii).

I. Background

The Company was formed in 2025 as a wholly owned subsidiary of Angel Studios, Inc. (“*Angel Studios*”), a television/film distribution and marketing company.

The Company filed an offering statement on March 25, 2025 (SEC File No. 024-12585), offering 5,000,000 shares of Series A Preferred Stock (the “*Shares*”) in a Tier 2 Regulation A offering. The Commission qualified the offering statement on April 3, 2025, and the Company sold the Shares shortly thereafter. Prior to the qualification of the offering statement, the Company was not subject to Regulation A’s reporting obligations or any reporting obligations under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”).

The Company’s offering circular and Certificate of Designation described the potential redemption of the Shares. In particular, they authorized the Company to redeem the Shares at a price of \$1.15 per Share, in the form and at the timing determined by the Company’s board of directors in its sole discretion, subject to the availability of sufficient funds. Pursuant to the Company’s offering circular and Certificate of Designation, the Company redeemed the Shares on June 10, 2025 (the “*Redemption Date*”), at a price of \$1.15 per Share. Therefore, since the Redemption Date, the Company has no shareholders that hold securities of a class issued pursuant to Regulation A, and the Company has not offered or sold securities pursuant to Regulation A.

II. Discussion

Under Rule 257(b) of Regulation A, upon qualification of an offering statement, an issuer is required to file annual, semi-annual and current reports. Pursuant to Rule 257(d), an issuer’s duty to file reports under Rule 257(b) is suspended if the class of securities to which the reports apply are held of record by fewer than 300 persons, and the issuer has filed all reports required to be filed since it became a Regulation A reporting company. However, Rule 257(d)(4)(ii) precludes an issuer from suspending its reporting obligations at a time prior to filing an annual report for the fiscal year in which its offering statement was qualified.¹

¹ Rules 257(d)(4)(i) and (iii) also prohibit issuers from suspending reporting during that fiscal year a Tier 2 offering statement was qualified and if offers or sales of securities of that class are being made pursuant to a Tier 2 offering statement, respectively. The Company is not seeking to suspend reporting in the year its offering was qualified, and is (and will not) make offers and sales pursuant to Regulation A.

As of the date hereof, the Company has no shareholders that hold securities of a class issued pursuant to Regulation A. Further, the Company has only one shareholder – its parent company, Angel Studios. The Company has filed all reports required to be filed under Regulation A since it became subject to Regulation A's reporting requirements. Therefore, but for the fact that the Company has not filed an annual report for the fiscal year in which its offering statement was qualified, the Company would be able to file Form 1-Z and suspend reporting under Rule 257.

The Company respectfully submits that it should be able to rely on Rule 257(d) of Regulation A to suspend its duty to file periodic reports under Regulation A, notwithstanding the provisions of Rule 257(d)(4)(ii), for the following reasons:

1. The Company meets the requirements of Rule 257(d) other than paragraph 257(d)(4)(ii).
2. The Company has no shareholders who hold securities of a class issued pursuant to Regulation A. Therefore: (i) the public policy considerations underpinning Regulation A's reporting requirements are not present, and the purpose of providing current information to investors would not be undermined in granting the relief requested; and (ii) the benefits of reporting by the Company do not outweigh the associated burdens.
3. The Commission has recognized, when granting relief to issuers in situations analogous to the Company's, that imposing continued periodic reporting requirements on an issuer is not justified by public policy considerations. That prior relief supports suspension of the Company's reporting obligations, notwithstanding Rule 257(d)(4)(ii).

The Company otherwise meets the requirements of Rule 257(d) of Regulation A.

Although the Company has not filed an annual report for 2025, the Company otherwise meets the requirements to suspend its reporting obligations under Rule 257(d). In particular, as of the date hereof, the Company's common shares are held by fewer than 300 shareholders of record, and the Company has filed all reports required to be filed under Rule 257(b). Additionally, the Company has not made any offers or sales pursuant to Regulation A since the Redemption Date, and has no plans to make any such offers or sales. As such, the Company would not otherwise be subject to the Regulation A ongoing reporting obligations. The Company is also not subject to the reporting obligations of the Exchange Act.²

The Company has no shareholders who hold securities of a class issued pursuant to Regulation A.

In its 2015 adopting release to the final rule amending Regulation A (the "***Adopting Release***"), the Commission indicated that the ongoing reporting requirements under Regulation A would "support a regular flow of information about issuers conducting Regulation A Tier 2 offerings, which will benefit investors in larger offerings and also help foster the development of a secondary market in such securities."³ The Commission also noted that the requirements provide investors with the information they need to make investment decisions, including investors in securities quoted on the OTC markets.⁴ Further, the Commission stated that the requirements

² Although the Company's parent company is an Exchange Act reporting company, the Company does not have a class of securities registered under Section 12 and is not subject to Section 13 or Section 15(d) of the Exchange Act. The Company will not file any Exchange Act reports during the period it suspends reporting. The Commission has previously granted no-action relief to issuers whose parent companies were subject to the Exchange Act's reporting requirements. *See* Interline Brands, Inc. (available Aug. 24, 2015); MXenergy Holdings Inc. (available Aug. 18, 2011).

³ *See* Commission Release No. 33-9741 (April 20, 2015) at 21846.

⁴ *Id.* at 21883.

were designed to “achieve an appropriate balance between the costs and benefits associated with the provision of ongoing information about issuers of Regulation A securities to investors in such securities....”⁵

The Company no longer has any shareholders that hold securities of a class issued pursuant to Regulation A, and only one shareholder in total—its parent company, which already has access to all Company information. Additionally, there is no secondary market for the Shares that has or could develop, and the Company has no intention of developing one. As such, there are no investors and no market to benefit from the Company’s continued provision of current information through its filing of periodic reports. Accordingly, the public policy considerations for the ongoing reporting requirements described in the Adopting Release are not present, and the purpose of those requirements will not be undermined by granting the Company’s request for relief.

Further, as Congress and the Commission have stated in the context of issuers reporting under the Exchange Act, the benefits of requiring ongoing reports are generally outweighed by the burden of compliance when an issuer has only one shareholder.⁶ Here, the Company will be required to incur significant burdens to continue reporting under Regulation A despite having only one shareholder and despite being able to suspend reporting but for Rule 257(d)(4)(ii).

Accordingly, the Company believes it would be inconsistent with public policy and the objectives of the Commission in adopting the reporting obligations of Regulation A to require the Company to continue reporting when it has no shareholders, other than its Parent Company, and there is no secondary market for the Company’s securities.

Prior Relief Supports Granting Relief Relating to Suspension of the Company’s Reporting Obligations.

The Staff has previously granted no-action relief with respect to Rule 257(d)(4)(ii).⁷ In 2024, BirchBioMed conducted an offering of securities under Regulation A before returning escrowed funds to investors. BirchBioMed noted in its incoming letter to the Commission that, following return of the escrowed funds, the company had no securityholders to benefit from its ongoing reporting and there was no secondary market for the securities. As such, BirchBioMed argued that its continued reporting under Regulation A would not serve the regulation’s underlying purposes. Under those circumstances, the Staff granted relief from Rule 257(d)(4)(i)-(ii), and BirchBioMed was able to suspend reporting under Regulation A in the year its offering statement was qualified and without filing an annual report for that year.⁸

Like BirchBioMed, the Company has no securityholders that hold securities of a class issued pursuant to Regulation A. Further, its only shareholder is its parent company, which already has access to the Company’s financial and operational information. As such, there are no holders of the Company’s securities for whom the required ongoing reporting obligations of Regulation A are intended to benefit. There is also no secondary market for the Shares, all of which have been redeemed. Accordingly, the reporting obligations under Regulation A would not serve the purposes outlined in the Adopting Release.

⁵ *Id.* at 21843.

⁶ See Exchange Act Release No. 33-9741 (April 20, 2015); Staff Legal Bulletin No. 18 (CF), Exchange Act Rule 12h-3, U.S. Sec. & Exch. Comm’n (Mar. 15, 2010), <https://www.sec.gov/rules-regulations/staff-guidance/staff-legal-bulletins/exchange-act-rule-12h-3-staff-legal-bulletin-no-18-cf>; Exchange Act Release No. 15757 (Apr. 23, 1979) (“**Bulletin 18**”). Although Bulletin 18 applies to issuers reporting under the Exchange Act, Rule 257’s provisions governing the termination of reporting are based on similar provisions of Section 13 and Section 15(d) of the Exchange Act, and Rule 12h-3 thereunder, and Bulletin 18 and related no-action letters are therefore directly informative here.

⁷ BirchBioMed Inc. (available June 30, 2025).

⁸ Unlike BirchBioMed, the Company is not requesting relief from Rule 257(d)(4)(i) as the Company would not be suspending reporting the year its Tier 2 offering statement was qualified.

Additionally, Rule 257(d) was modeled after Rule 12h-3 under the Exchange Act, and Staff no-action relief in that context is therefore also relevant here.⁹ Rule 12h-3 permits a reporting company to suspend reporting under Section 15(d) of the Exchange Act, where the company is current in its reporting and has fewer than 300 shareholders. Rule 12h-3(c) does not permit an issuer to suspend reporting if it has filed a registration statement that is effective in the fiscal year for which the issuer seeks to suspend reporting. However, as BirchBioMed noted in its incoming letter, the Staff has repeatedly granted relief to issuers with fewer than 300 public shareholders even if they could not comply with Rule 12h-3(c). In those cases, the absence of public shareholders meant the policy considerations for reporting under Section 15(d) were not present, and the benefits of periodic reporting were therefore not commensurate with the associated burdens. Although BirchBioMed mostly referred to issuers that obtained relief from Rule 12h-3(c) after terminating their offerings, BirchBioMed noted that the Commission has used a similar policy rationale to grant relief to issuers that had fewer than 300 securityholders after the offered securities were redeemed.¹⁰ Similarly, there are no Shares outstanding following redemption by the Company, and the same policy rationale for granting relief from Rule 12h-3(c) to numerous other issuers also exists here in the context of Rule 257(d)(4)(ii).

The Company believes its dispositive facts and policy considerations are sufficiently similar to BirchBioMed and other situations addressed by the Staff that relief from Regulation A's ongoing reporting requirements should be granted. As noted above, and similar to the no-action circumstances referred to previously, the Company has no holders of securities of a class issued pursuant to Regulation A who will benefit from the Company's continued reporting, and there is no secondary market for the Shares. Thus, the policy considerations of Regulation A's reporting requirements no longer apply, and the benefits of the Company's periodic reporting are not commensurate with the associated burdens.

III. Conclusion

For the foregoing reasons, the Company respectfully requests the Staff confirm that it will not recommend that the Commission take enforcement action if the Company files a Form 1-Z to suspend reporting under Regulation A without filing an annual report for the fiscal year in which its offering statement was qualified.

Please contact me if you require any additional information, or if there is anything we can do to facilitate the Staff's consideration of our request.

Sincerely,

Michael Best & Friedrich, LLP

/s/ Iqan Fadaei

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⁹ *Supra* Note 6.

¹⁰ BirchBioMed Inc. (available June 30, 2025) at 3.