

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM C
UNDER THE SECURITIES ACT OF 1933

- Form C: Offering Statement**
 Form C-U: Progress Update: _____
 Form C-A: Amendment
 Check box if Amendment is material and investors will have five business days to reconfirm
 Form C-AR: Annual Report
 Form C-TR: Termination of Reporting

Name of issuer: _____
Legal status of issuer (form, jurisdiction and date of organization): _____
Physical address of issuer: _____
Website of issuer: _____
Name, Commission file number and CRD number (as applicable) of intermediary through which the offering will be conducted: _____

Amount of compensation paid to the intermediary, including referral and other fees: _____
Type of security offered: _____
Number of securities to be offered: _____
Price (or method for determining price): _____
Target offering amount: _____
Maximum offering amount (if different from target offering amount): _____
Oversubscriptions accepted: Yes No If yes, disclose how oversubscriptions will be allocated: Pro-rata basis First-come, first-served basis Other – provide a description _____

Deadline to reach the target offering amount: _____

Current number of employees: _____

Total Assets:	Most recent fiscal year: _____	Prior fiscal year: _____
Cash & Cash Equivalents:	Most recent fiscal year: _____	Prior fiscal year: _____
Accounts Receivable:	Most recent fiscal year: _____	Prior fiscal year: _____
Short-term Debt:	Most recent fiscal year: _____	Prior fiscal year: _____
Long-term Debt:	Most recent fiscal year: _____	Prior fiscal year: _____
Revenues/Sales:	Most recent fiscal year: _____	Prior fiscal year: _____
Cost of Goods Sold:	Most recent fiscal year: _____	Prior fiscal year: _____
Taxes Paid:	Most recent fiscal year: _____	Prior fiscal year: _____
Net Income:	Most recent fiscal year: _____	Prior fiscal year: _____

GENERAL INSTRUCTIONS

I. Eligibility Requirements for Use of Form C

This Form shall be filed by any issuer offering or selling securities in reliance on the exemption in Securities Act Section 4(a)(6) and in accordance with Section 4A and Regulation Crowdfunding (§ 227.100-503). This Form also shall be used for an annual report required pursuant to Rule 202 of Regulation Crowdfunding (§ 227.202) and for the termination of reporting required pursuant to Rule 203(b)(2) of Regulation Crowdfunding (§ 227.203(b)(2)). Careful attention should be directed to the terms, conditions and requirements of the exemption.

II. Preparation and Filing of Form C

Information on the cover page will be generated based on the information provided in XML format. Other than the cover page, this Form is not to be used as a blank form to be filled in, but only as a guide in the preparation of Form C. General information regarding the preparation, format and how to file this Form is contained in Regulation S-T, (§ 232 *et seq.*).

III. Information to be Included in the Form

Item 1. Offering Statement Disclosure Requirements

An issuer filing this Form for an offering in reliance on Section 4(a)(6) of the Securities Act and pursuant to Regulation Crowdfunding (§ 227.100-503) must file the Form prior to the commencement of the offering and include the information required by Rule 201 of Regulation Crowdfunding (§ 227.201).

Other than the information required to be provided in XML format, an issuer may provide the required information in the format included on the intermediary's platform, including by submitting copies of screen shots of the relevant information, as appropriate and necessary.

Item 2. Legends

(a) An issuer filing this Form for an offering in reliance on Section 4(a)(6) of the Securities Act and pursuant to Regulation Crowdfunding (§ 227.100-503) must include the following legends:

A crowdfunding investment involves a 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.

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.

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

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

(b) An issuer filing this Form for an offering in reliance on Section 4(a)(6) of the Securities Act and pursuant to Regulation Crowdfunding (§ 227.100-503) must disclose in the offering statement that it will file a report on EDGAR annually and post the report on its website, no later than 120 days after the end of each fiscal year covered by the report. The issuer must also disclose how an issuer may terminate its reporting obligations in the future in accordance with Rule 202(b) of Regulation Crowdfunding (§ 227.202(b)).

Item 3. Annual Report Disclosure Requirements

An issuer filing this Form for an annual report, as required by Regulation Crowdfunding (§ 227.100-503), must file the Form no later than 120 days after the issuer’s fiscal year end covered by the report and include the information required by Rule 201(a), (b), (c), (d), (e), (f), (m), (p), (q), (r), (s), and (t) of Regulation Crowdfunding (§§ 227.201(a), (b), (c), (d), (e), (f), (m), (p), (q), (r), (s), and (t)). For purposes of paragraph (t), the issuer shall provide financial statements for the highest aggregate target offering amount previously provided in an offering statement.

SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

(Issuer)

By

(Signature and Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100-503), this Form C has been signed by the following persons in the capacities and on the dates indicated.

(Signature)

(Title)

(Date)

Instructions.

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
2. The name of each person signing the form shall be typed or printed beneath the signature.