

## VIRGINIA INTRASTATE CROWDFUNDING EXEMPTION

(Exact name of Company as set forth in the organizational documents)

(Insert the names of any DBAs, if applicable)

### The Offering

Type of securities offered

- Common stock  
 Preferred stock  
 Limited Liability Company Membership Interests

- Limited Partnership Interests  
 Other (specify):

Price per security: \$

Sales commission, if any: %

Offering amount: Minimum: \$

Maximum: \$

The minimum offering deadline in this offering is  [Click to select date.](#)

*Note: The issuer must establish a minimum amount of securities that must be sold before the issuer may use the proceeds of the offering. In addition, the aggregate purchase price of all securities sold by an issuer under 21 VAC 5-40-190 must not exceed \$2 million during any twelve-month period.*

### Principal Place of Business

Street Address Line 1

Street Address Line 2

City

State

ZIP/Postal Code

Website

Phone

### Person to Contact at the Company with Respect to the Offering

Last Name

First Name

Title

Firm Name

Street Address Line 1

Street Address Line 2

City

State/Province/Country

ZIP/Postal Code

Phone

Fax

E-mail

THESE SECURITIES ARE BEING SOLD IN RELIANCE ON AN EXEMPTION TO THE FEDERAL SECURITIES REGISTRATION REQUIREMENTS UNDER SECTION 3(a)(11) OF THE SECURITIES ACT OF 1933 AND UNDER SECTION 13.1-514 OF THE VIRGINIA SECURITIES ACT. THESE SECURITIES CAN ONLY BE SOLD TO RESIDENTS OF VIRGINIA AND ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AS CONTAINED IN SUBSECTIONS (e) AND (f) OF SEC RULE 147, 17 CFR 230.147. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND THAT THEY MAY LOSE ALL OF THE INVESTMENT AND CAN AFFORD THE LOSS OF THE INVESTMENT.

IN MAKING AN INVESTMENT DECISION, INVESTORS SHOULD RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS REVEALED IN THESE OFFERING DOCUMENTS, INCLUDING THE MERITS AND RISKS INVOLVED.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE AUTHORITY OR REGULATORY COMMISSION NOR HAVE THEY CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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The date of this Disclosure Document is

**You should consider the terms and risks of this offering before you invest. No government regulator is recommending these securities. No government regulator has verified that this document is accurate or determined that it is adequate. It is a crime for anyone to tell you differently.**

**The Company has included in this Disclosure Document all of its representations about this offering. If anyone gives you more or different information, you should ignore it. You should carefully review and rely only on the information in this Disclosure Document in making an investment decision.**

## **RISK FACTORS**

### 1. Risks

*Describe any significant risks that apply to the Company or the offering. This discussion must be concise and organized logically and may not be limited to risks that could apply to any issuer or any offering.*

## **THE BUSINESS**

### 2. Business of the Company:

*Describe the Company's business, focusing on the products or services the Company sells or plans to sell. Also include a description of the history of the company.*

### 3. How the Company plans to carry out its activities:

*Summarize the major steps the Company will take to meet its business objectives, and the methods for achieving these steps. You may consider incorporating portions on the Company's business plan into this section.*

### 4. Operations: The Company (select all that apply):

- has never conducted operations.
- is in the development stage.
- is currently conducting operations.
- has shown a profit in the last fiscal year.

### 5. Jurisdiction: Is the issuer an entity organized and doing business in the state of Virginia? Yes No

6. Date of incorporation/formation:

7. Fiscal Year End (Month and Day):

## ESCROW OF OFFERING PROCEEDS

8. The Company must raise and place in an escrow account \$  before Company can receive and use the offering proceeds.

If the Company does not raise the minimum offering amount by  all funds will be returned to investors.

The escrow account will be located at:

*Provide name and address of the escrow agent located in the Commonwealth of Virginia in which offering proceeds will be deposited.*

Does the Company reserve the right to extend the escrow period?  Yes  No

*If yes, describe the circumstances under which the Company might extend the impound period.*

If the offering proceeds are returned to investors at the end of the escrow period, will investors receive any interest earned on impounded funds during the escrow period?  Yes  No

## USE OF PROCEEDS

### Net Proceeds

9. Show the net proceeds of the offering for the minimum and maximum offering amounts.

	Minimum Offering	Maximum Offering
<b>Gross Proceeds from the Offering</b>	\$	\$
Less: Offering Expenses	\$	\$
• Commissions and Finders Fees	\$	\$
• Legal fees	\$	\$
• Accounting fees		
• Copying and Advertising	\$	\$
Other (Specify):	\$	\$
<b>Net Proceeds from the Offering</b>	\$	\$

### **Detailed Use of Net Proceeds**

10. Provide a detailed breakdown of how the Company intends to use the net offering proceeds.

<b>Description of Use</b>	<b>Minimum Offering</b>		<b>Maximum Offering</b>	
	\$	%	\$	%
<i>Examples of uses of proceeds include:</i>	\$	%	\$	%
<i>Purchasing equipment or other assets</i>	\$	%	\$	%
<i>Discharging company debt</i>	\$	%	\$	%
<i>Developing new products or services</i>	\$	%	\$	%
<i>Hiring employees or consultants</i>	\$	%	\$	%
<i>Advertising or marketing</i>	\$	%	\$	%
	\$	%	\$	%
<b>Total</b>	\$	100%	\$	100%

11. Briefly explain why the Company is conducting the offering.

*Describe for what purpose the Company is raising funds.*

### **DESCRIPTION OF SECURITIES OFFERED**

12. The securities being offered are:

- Common Stock
- Preferred Stock
- Limited Liability Company Membership Interests
- Limited Partnership Interests
- Other (specify):

13. State the percentage ownership of the Company represented by the securities offered or the valuation of the Company implied by the price of the offered securities:

14. These securities have:

- Cumulative voting rights
- Other special voting rights
- Preemptive rights to purchase any new issue of securities
- Preference as to dividends or interest
- Restrictions on dividends or other distributions
- Preference upon liquidation
- Anti-dilution rights
- Conversion rights
- Other special rights or preferences (specify):

*If you checked any box, please provide additional information.*

### **Transfer Restrictions**

The securities sold in this offering are restricted by the requirements for the federal exemption from registration for intrastate offerings under §3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147, which limits all transfers to persons residing within the Commonwealth of Virginia for a period of nine months from the date of last sale by the issuer of such securities.

Once the periods for these restrictions on resale have passed, investors who have purchased securities in this offering may sell or transfer their securities in an offering that has been registered or is exempt from registration under both federal and state law. An exemption or registration may not be available at such time. In addition, the Company may place additional restrictions on resale of the securities sold in this offering. For these reasons, you should not purchase securities in this offering if you cannot afford to hold these securities indefinitely.

15. Are the securities subject to any other resale restrictions by the Company?  Yes  No

*If yes, describe the transfer restrictions. The Company is responsible for maintaining a register of all current shareholders and may want to restrict transfers for tax, administrative, or other purposes.*

## HOW THE SECURITIES WILL BE OFFERED AND SOLD

16. List the names and addresses, including the Uniform Resource Locator, of each Internet website that will be used by the Company to offer or sell securities under the exemption.

<b>Name</b>	
<b>Address</b>	
<b>URL Address</b>	
<b>Telephone</b>	

<b>Name</b>	
<b>Address</b>	
<b>URL Address</b>	
<b>Telephone</b>	

<b>Name</b>	
<b>Address</b>	
<b>URL Address</b>	
<b>Telephone</b>	

*Internet websites should contain disclaimers and restrictive legends making it clear that access to securities offerings on the website is limited to Virginia residents and offers and sales of the securities appearing on website are limited to persons that are Virginia residents.*

17. List the identity of any person that the Company has or intends to retain to assist the Company in conducting the offer and sale of the securities, including the owner of any Internet websites, if known, but excluding any person acting solely as an accountant or attorney and any employees whose primary job responsibilities involve the operating business of the issuer rather than assisting the issuer in raising capital.

Click to Add Table

<b>Name</b>	
<b>Relationship to Company</b>	
<b>Address</b>	
<b>Telephone</b>	
<b>Compensation received for selling securities</b>	

## OUTSTANDING SECURITIES AND PRINCIPAL SHAREHOLDERS

18. For each class of the Company's securities, indicate the total number of outstanding securities and the total number of securities the Company is authorized to issue. Also, include a description of each class of securities.

Class of Securities	Total Securities Outstanding	Total Securities the Company is Authorized to Issue

Description of securities:

*Describe the attributes of each class of outstanding securities (e.g. voting, dividends, etc.).*

19. Are there any resale restrictions on the Company's outstanding securities?     Yes  No

*If yes, describe the restrictions and when they will terminate.*

20. List the total number of securities reserved or subject to issuance under outstanding securities purchase agreements, stock options, warrants, or rights.

Class of Securities	Number of Securities Subject to Issuance under Outstanding Securities Purchase Agreements, Options, Warrants, or Rights

*Describe any outstanding securities purchase agreements, stock options, warrants, or rights. Specify who holds the rights, and state the expiration dates and exercise prices.*

21. Does the Company plan to issue or offer options in the future?     Yes  No

*If yes, please provide additional information.*

22. Has the Company sold or issued securities during the last 12 months?     Yes  No

*If yes, describe the type of securities and the dollar amount sold. Indicate under which exemption or form of registration the securities were offered.*



**Principal Shareholders**

23. Provide the names of the principal shareholders, including each Officer, Director, Managing Member and person who beneficially owns at least a 10% interest of any class of securities in the Company.

Name of Shareholder	Officer, Director or Managing Member? (Y or N)	Class of Securities	Number Securities Currently Held	Average Purchase Price of Securities	% of Total Outstanding Securities	% of Total Securities if Minimum Sold	% of Total Securities if Maximum Sold

**MANAGEMENT**

24. Provide background information for each Officer, Director, Managing Member and any other individuals who occupy similar status or perform similar functions in the name of and on behalf the the Company.

Click to Add Table

<b>Name</b>	
<b>Age</b>	
<b>Title</b>	
<b>Officer/Managing Member (Y or N)</b>	
<b>Director (Y or N)</b>	
<b>Time Spent on Company Business (if less than full time)</b>	
<b>Employment History</b>	<i>Include employers, titles, responsibilities, and relevant dates for the last 10 years.</i>
<b>Education</b>	<i>Include degrees, schools, and dates of attendance.</i>

**Prior Experience of Management**

25. An Officer, Director, Managing Member or key person of the Company (select all that apply):
- has worked for or managed a company (including a separate subsidiary or division of a larger enterprise) in the same type of business as the Company.
  - has managed another company in the start-up or development stage.
  - has managed another company that conducted an offering of securities.

*If you checked any box, describe the prior experience of officers, directors, managers, or key persons. If anyone conducted an offering of securities, provide information on the outcome of the offering, such as the amount raised, whether the company remains in existence, and whether investors recovered their investment.*

## FINANCIAL STATEMENTS

26. Attach the Company's financial statements for the three most recently completed fiscal years, or for as much time as the issuer has been in existence, if less than three years.

## CERTAIN LEGAL PROCEEDINGS

Please answer the questions in this section with respect to the following persons associated with the Company:

- The Company, its predecessors, and affiliates, and any Control Person of the Company.
- A "Control Person" is any officer, director, partner, managing member, trustee, or other person having the power, directly or indirectly, to direct the management or policies of the Company, whether by contract or otherwise; or a person that owns 10% or more of any class of the outstanding securities of the Company.

27. Within the past 10 years, have any of the above-listed persons been convicted of any criminal offense in connection with the offer, purchase, or sale of any security, or involving fraud or deceit?  Yes  No

*If yes, explain in detail.*

28. Are any of the above-listed persons currently subject to any state or federal administrative enforcement order or judgment, entered within the past 10 years, finding fraud or deceit in connection with the purchase or sale of any security?  Yes  No

*If yes, explain in detail.*

29. Are any of the above-listed persons currently subject to any order, judgment, or decree of any court of competent jurisdiction, entered within the past 10 years, that temporarily, preliminarily, or permanently restrains or enjoins the party from engaging in or continuing to engage in any conduct or practice involving fraud or deceit in connection with the purchase or sale of any security?  Yes  No

*If yes, explain in detail.*

30. Within the past ten (10) years, have any of the above-listed persons filed a registration statement that is the subject of a currently effective registration stop order entered by any state securities administrator or the SEC?  Yes  No

*If yes, explain in detail.*

## LITIGATION

31. Describe any litigation or legal proceedings involving the Company or any executive officer, director, managing member or other person occupying a similar status or performing similar functions on behalf of the Company.

*Disclose any litigation that is likely to have a material effect on the Company. Disclosure includes information not only about present pending litigation, but may also include past concluded litigation, and future unasserted claims of which the Company is aware.*

*To fully respond to this Item, you should include the name of the court where the proceeding is pending, a description of the facts underlying the claim and the relief sought.*

## ADDITIONAL INFORMATION

32. Describe any other material factors that will or could affect the Company or its business or which are necessary to make any other information in this Disclosure Document not misleading or incomplete.

*This section is a "catch all." Items in this Disclosure Document do not cover all industries and types of businesses. You may find it necessary to add material disclosure under this Item that is not covered elsewhere.*

*Any material misstatements or omissions may subject the Company, its officers, directors, managers, or promoters to liability for securities fraud.*

## SHAREHOLDER REPORTS

For as long as securities issued under this exemption are outstanding, the Company shall provide a quarterly report to the Company's shareholders by making such report publicly accessible, free of charge, at the Company's internet web site address within forty-five days of the end of each fiscal quarter. The report must contain the following information:

- (a) Executive officer and director compensation, including specifically the cash compensation earned by the executive officers and directors since the previous report and on an annual basis, and any bonuses or other compensation, including stock options or other rights to receive equity securities of the issuer or any affiliate of the issuer, received by them; and
- (b) A brief analysis by management of the issuer of the business operations and financial condition of the issuer.

## SIGNATURES

By filing this notice pursuant to 21 VAC 5-40-190, the Company hereby represents that:

- The Company is claiming the exemption from registration for crowdfunding offerings under § 13.1-514 B 21 of the Virginia Securities Act for this offering and will comply with the rules adopted thereunder in 21 VAC 5-40-190;
- The Company is an entity organized and doing business in the Commonwealth of Virginia;
- The Company shall obtain from each investor written evidence of residency in the Commonwealth of Virginia at or before the time of purchase;
- The aggregate purchase price of all securities sold by an issuer pursuant to the exemption provided by § 13.1-514 B 21 of the Act does not exceed two million dollars during any twelve-month period;
- The Company has reviewed and shall conduct the offering in accordance with the requirements of section 3(a)(11) of the Securities Act of 1933 and Securities and Exchange Commission Rule 147 (“Rule 147”), 17 C.F.R. 230.147;
- The Company shall disclose in writing the limitations on resales and implement precautions against interstate offers and sales as provided in Rule 147, including placing a legend on the certificate or other document evidencing the security stating that the securities have not been registered under the Act and setting forth the limitations on resales as follows:

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933 (“THE ACT”), BUT ARE BEING SOLD IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION PROVIDED IN SECTION 3(a)(11) OF THE ACT AND RULE 147 ADOPTED THEREUNDER AND UNDER SECTION 13.1-514 B 21 OF THE VIRGINIA SECURITIES ACT. ACCORDINGLY, THE SECURITIES MAY NOT BE TRANSFERRED BY THE PURCHASER DURING A ONE-YEAR PERIOD BEGINNING ON THE DATE OF PURCHASE. FURTHER, TRANSFERS MAY BE MADE ONLY TO PERSONS RESIDING WITHIN THE COMMONWEALTH OF VIRGINIA FOR A PERIOD OF NINE MONTHS FROM THE DATE OF LAST SALE BY THE ISSUER OF THE SECURITIES;

The Company's Officers, Directors, and/or Managing Members must sign the Virginia Intrastate Crowdfunding Form. When they sign this form, they represent that they have diligently attempted to confirm the accuracy and completeness of the information contained herein.

Chief Executive Officer/President/Managing Member

Title

Name of Signer (Print)

Date

Chief Financial Officer

Title

Name of Signer (Print)

Date

Director

Name of Signer (Print)

Date

Director

Name of Signer (Print)

Director

Name of Signer (Print)

Date

Director

Name of Signer (Print)

Date

### LIST OF EXHIBITS