

**FORM MDCF-1**

**SECURITIES OFFERINGS  
UNDER THE MARYLAND CROWDFUNDING EXEMPTION (MDCF) FILING**

Maryland Securities Act, Section 11-601(17) and COMAR 02.02.04.\_\_\_\_

**MASTER FORM FOR A MDCF OFFERING**

The Maryland Crowdfunding Exemption is available to issuers organized and based in Maryland for certain offers and sales of securities made only to Maryland residents. The issuer is required to file the Form MDCF-1 with the Securities Commissioner and pay a \$400 filing fee. The form and the fee must be filed with and accepted by the Division prior to the offering commencing in Maryland. Checks are payable to “Office of the Attorney General” and should be submitted with this form to the Maryland Division of Securities, 200 St. Paul Place, Baltimore, Maryland 21202-2020. For copies of the statutes, regulations, and forms, go to [www.oag.state.md.us/securities](http://www.oag.state.md.us/securities) or contact the Maryland Division of Securities at 410-576-7050.

Please check the specific purpose for which this Form MDCF-1 is being filed:

- Form MDCF: Offering Statement**
- Form MDCF-U: Progress Update:**
- Form MDCF/A: Amendment to Offering Statement:**
  - Check box if Amendment is material and investors must reconfirm within five business days.**
- Form MDCF-AR: Annual Report**
- Form MDCF-AR/A: Amendment to Annual Report**
- Form MDCF-TR: Termination of Reporting**

Name of issuer:

Legal status of issuer:

Form:

Jurisdiction of Incorporation/Organization:

Date of organization:

Physical address of issuer:

Website of issuer:

Name of intermediary through which the offering will be conducted, if any:

CIK number of intermediary:

SEC file number of intermediary:

CRD number, if applicable, of intermediary, if any:

Amount of compensation to be paid to the intermediary, if any, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

Any other direct or indirect interest in the issuer held by the intermediary, if any, or any arrangement for the intermediary to acquire such an interest:

Type of security offered:

Target number of securities to be offered:

Price (or method for determining price):

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:

Maximum offering amount (if different from target offering amount):

Deadline to reach the target offering amount:

**NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.**

Current number of employees:

Total Assets:

Cash & Cash Equivalents:      Most recent fiscal year-end:      Prior fiscal year-end:

Accounts Receivable:            Most recent fiscal year-end:      Prior fiscal year-end:

Short-term Debt:                Most recent fiscal year-end:      Prior fiscal year-end:

Long-term Debt:	Most recent fiscal year-end:	Prior fiscal year-end:
Revenues/Sales	Most recent fiscal year-end:	Prior fiscal year-end:
Cost of Goods Sold:	Most recent fiscal year-end:	Prior fiscal year-end:
Taxes Paid:	Most recent fiscal year-end:	Prior fiscal year-end:
Net Income:	Most recent fiscal year-end:	Prior fiscal year-end:

List all jurisdictions in which the issuer intends to offer the securities:

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## GENERAL INSTRUCTIONS

### I. Eligibility Requirements for Use of Form MDCF-1

This Form shall be used for the offering statement, and any related amendments and progress reports, required to be filed by any issuer offering or selling securities in reliance on the exemption in section N of Regulation MDCF. This Form also shall be used for an annual report required pursuant to section N of Regulation MDCF and for the termination of reporting required pursuant to section N of Regulation MDCF. Careful attention should be directed to the terms, conditions and requirements of the exemption.

### II. 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 N of Regulation MDCF must file the Form prior to the commencement of the offering and include the information required by section N of Regulation MDCF.

An issuer may provide the required information in the optional Question and Answer (Form MDCF-2) format included herein, including copies of screen shots of the relevant information, as appropriate and necessary.

If disclosure in response to any paragraph of section N of Regulation MDCF is repeated elsewhere, issuers are not required to make duplicate disclosures.

#### Item 2. Legends

(a) An issuer filing this Form for an offering in reliance on Regulation MDCF must include the following legends:

A crowdfunding investment involves 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 and the State of Maryland 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 and the Maryland Division of Securities 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 N of Regulation MDCF must disclose in the offering statement that it will file a report with the Commission 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 section N of Regulation MDCF.

### **Item 3. Annual Report Disclosure Requirements**

An issuer filing this Form for an annual report, as required by section N of Regulation MDCF the Form no later than 120 days after the issuer's fiscal year end covered by the report and include the information required by Regulation MDCF. For purposes of **subsection A. (5) of section N of Regulation MDCF**, the issuer shall provide financial statements certified by the principal executive officer of the issuer to be true and complete in all material respects. If, however, the issuer has available financial statements prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) that have been reviewed or audited by an independent certified public accountant, those financial statements must be provided and the principal executive officer certification will not be required.

An issuer must include the information required by **17 CFR § 227.201(a) to (e), which is incorporated by reference**, and selected financial data for the prior two fiscal years (including total assets, cash and cash equivalents, accounts receivable, short-term debt, long-term debt, revenues/sales, cost of goods sold, taxes paid and net income).

### **SIGNATURE**

Pursuant to the requirements of Regulation MDCF, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form MDCF-1 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 Regulation MDCF this Form MDCF-1 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. Intentional misstatements or omissions of facts constitute federal criminal violations. *See* 18 U.S.C. 1001.