

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 1-K**

**GENERAL INSTRUCTIONS**

**A. Rules as to Use of Form 1-K.**

(1) This Form shall be used for annual reports pursuant to Rule 257(b)(1) of Regulation A (§§ 230.251-230.263).

(2) Annual reports on this Form shall be filed within 120 calendar days after the end of the fiscal year covered by the report.

(3) This Form also shall be used for special financial reports filed pursuant to Rule 257(b)(2)(i)(A) of Regulation A. Such special financial reports shall be filed and signed in the manner set forth in this Form, but otherwise need only provide Part I and the financial statements required by Rule 257(b)(2)(i)(A). Special financial reports filed using this Form shall be filed within 120 calendar days after the qualification date of the offering statement.

**B. Preparation of Report.**

(1) Regulation A contains certain general requirements that are applicable to reports on any form, including amendments to reports. These general requirements should be carefully read and observed in the preparation and filing of reports on this Form.

(2) This Form is not to be used as a blank form to be filled in, but only as a guide in the preparation of the report.

(3) Except where information is required to be given for the fiscal year or as of a specified date, it shall be given as of the latest date reasonably practicable.

(4) References in this Form to the items in Form 1-A are to the items set forth in Part II and Part III of Form 1-A, not Part I.

(5) In addition to the information expressly required to be included in this Form, there shall be added such further material information, if any, as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

**C. Signature and Filing of Report.**

(1) The report must be filed with the Commission in electronic format by means of the Commission's Electronic Data Gathering, Analysis and Retrieval System ("EDGAR") in accordance with the EDGAR rules set forth in Regulation S-T (17 CFR Part 232).

(2) The report must be signed by the issuer, its principal executive officer, principal financial officer, principal accounting officer, and at least a majority of the members of its board of directors or other governing body. If a signature is by a person on behalf of any other person, evidence of authority to sign must be filed with the

report, except where an executive officer signs on behalf of the issuer.

(3) The report must be signed using a typed signature. Each signatory to the filing must also manually sign a signature page or other document authenticating, acknowledging or otherwise adopting his or her signature that appears in the filing. Such document must be executed before or at the time the filing is made and must be retained by the issuer for a period of five years. Upon request, the issuer must furnish to the Commission or its staff a copy of any or all documents retained pursuant to this paragraph.

**D. Incorporation by Reference and Cross-Referencing.**

(1) An issuer may incorporate by reference to other documents previously submitted or filed on EDGAR. Cross-referencing within the report is also encouraged to avoid repetition of information. For example, you may respond to an item of this Form by providing a cross-reference to the location of the information in the financial statements, instead of repeating such information. Descriptions of where the information incorporated by reference or cross-referenced can be found must be specific and must clearly identify the relevant document and portion thereof where such information can be found. For exhibits incorporated by reference, this description must be noted in the exhibits index for each relevant exhibit. All descriptions of where information incorporated by reference can be found must be accompanied by a separate hyperlink to the incorporated document on EDGAR. A hyperlink need not remain active after the filing of the report, except that amendments to the report must update any hyperlinks referred to in the amendment that are inactive.

(2) Reference may not be made to any document if the portion of such document containing the pertinent information includes an incorporation by reference to another document. Incorporation by reference to documents not available on EDGAR is not permitted. Information shall not be incorporated by reference or cross-referenced in any case where such incorporation would render the statement or report incomplete, unclear, or confusing. Incorporating information into the financial statements from elsewhere is not permitted.

(3) If any substantive modification has occurred in the text of any document incorporated by reference since such document was filed, the issuer must file with the reference a statement containing the text and date of such modification.

**PART I  
NOTIFICATION**

The following information must be provided in the XML-based portion of Form 1-K available through the EDGAR portal and must be completed or updated before uploading each offering statement or amendment thereto. The format of Part I shown below may differ from the electronic version available on EDGAR. The electronic version of Part I will allow issuers to attach Part II for filing by means of EDGAR. All items must be addressed, unless otherwise indicated.

\* \* \* \* \*

This Form 1-K is to provide an  Annual Report OR  Special Financial Report for the fiscal year ended \_\_\_\_\_

Exact name of issuer as specified in the issuer's charter: \_\_\_\_\_

Jurisdiction of incorporation/organization: \_\_\_\_\_

I.R.S. Employer Identification Number: \_\_\_\_\_

Address of Principal Executive Offices: \_\_\_\_\_

Phone: ( ) \_\_\_\_\_

Title of each class of securities issued pursuant to Regulation A: \_\_\_\_\_

### Summary Information Regarding Prior Offerings and Proceeds

The following information must be provided for any Regulation A offering that has terminated or completed prior to the filing of this Form 1-K, unless such information has been previously reported in a manner permissible under Rule 257. If such information has been previously reported, check this box  and leave the rest of Part I blank.

Commission File Number of the offering statement: \_\_\_\_\_

Date of qualification of the offering statement: \_\_\_\_\_

Date of commencement of the offering: \_\_\_\_\_

Amount of securities qualified to be sold in the offering: \_\_\_\_\_

Amount of securities sold in the offering: \_\_\_\_\_

Price per security: \$ \_\_\_\_\_

The portion of aggregate sales attributable to securities sold on behalf of the issuer:

\$ \_\_\_\_\_

The portion of aggregate sales attributable to securities sold on behalf of selling securityholders:

\$ \_\_\_\_\_

Fees in connection with this offering and names of service providers:

	Name of Service Provider	Fees
Underwriters:	_____	\$ _____
Sales Commissions:	_____	\$ _____
Finders' Fees:	_____	\$ _____
Audit:	_____	\$ _____
Legal:	_____	\$ _____
Promoters:	_____	\$ _____
Blue Sky Compliance:	_____	\$ _____

CRD Number of any broker or dealer listed: \_\_\_\_\_

Net proceeds to the issuer: \$ \_\_\_\_\_

Clarification of responses (if necessary): \_\_\_\_\_

**PART II**  
**INFORMATION TO BE INCLUDED IN REPORT**

**Item 1. Business**

Set forth the information required by Item 7 of Form 1-A.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Set forth the information required by Item 9(a), (b) and (d) of Form 1-A for the most recent two completed fiscal years.

**Item 3. Directors and Officers**

Set forth the information required by Items 10 and 11 of Form 1-A.

**Item 4. Security Ownership of Management and Certain Securityholders**

Set forth the information required by Item 12 of Form 1-A.

**Item 5. Interest of Management and Others in Certain Transactions**

Set forth the information required by Item 13 of Form 1-A.

**Item 6. Other Information**

Set forth any information required to be disclosed in a report on Form 1-U during the last six months of the fiscal year covered by this Form 1-K, but not reported, whether or not otherwise required by this Form 1-K. If disclosure of such information is made under this item, it need not be repeated in a report on Form 1-U that would otherwise be required to be filed with respect to such information or in a subsequent report on Form 1 U.

**Item 7. Financial Statements**

(a) The appropriate audited financial statements set forth below of the issuer, or the issuer and its predecessors or any businesses to which the issuer is a successor must be filed as part of the Form 1-K.

(b) Unless the issuer is a Canadian company, financial statements must be prepared in accordance with generally accepted accounting principles in the United States (US GAAP). If the issuer is a Canadian company, such financial statements must be prepared in accordance with either US GAAP or International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). If the financial statements comply with IFRS, such compliance must be explicitly and unreservedly stated in the notes to the financial statements and the auditor's report must include an opinion on whether the financial statements comply with IFRS as issued by the IASB.

(c) The audit of the financial statements must be conducted in accordance with either U.S. Generally Accepted Auditing Standards or the standards of the Public Company Accounting Oversight Board (United States) and the report and qualifications of the independent accountant shall comply with the requirements of Article 2 of Regulation S-X. Accounting firms conducting audits for the financial statements may, but need not, be regis-

tered with the Public Company Accounting Oversight Board.

(d) *Balance Sheet.* There shall be filed an audited consolidated balance sheet as of the end of each of the most recent two fiscal years.

(e) *Statements of income, cash flows, and changes in stockholders' equity.* File audited consolidated statements of comprehensive income (either in a single continuous financial statement or in two separate but consecutive financial statements; or a statement of net income if there was no other comprehensive income), cash flows, and changes in stockholders' equity for each of the two fiscal years preceding the date of the most recent balance sheet being filed or such shorter period as the issuer has been in existence.

(f) *Oil and Gas Producing Activities.* Issuers engaged in oil and gas producing activities must follow the financial accounting and reporting standards specified in Rule 4-10 of Regulation S-X.

(g) *Financial Statements of and Disclosures About Other Entities.* The circumstances described below may require you to file financial statements, or provide disclosures about, of other entities. The financial statements of other entities must be presented for the same periods as the issuer's financial statements described above in paragraphs (d) and (e) unless a shorter period is specified by the rules below.

(1) *Financial Statements of and Disclosures About Guarantors and Issuers of Guaranteed Securities.* The requirements of Rule 3-10 of Regulation S-X are applicable to financial statements of a subsidiary that issues securities guaranteed by the parent company or guarantees securities issued by the parent company. However, the reference in Rule 3-10(a) of Regulation S-X to "an issuer or guarantor of a guaranteed security that is registered or being registered is required to file financial statements required by Regulation S-X with respect to the guarantee or guaranteed security" instead refers to "an issuer or guarantor of a guaranteed security that is qualified or being qualified pursuant to Regulation A is required to file financial statements required by Item 7 of Part II of Form 1-K with respect to the guarantee or guaranteed security." The definition of "parent company" is the same as in Rule 3-10(b)(1) of Regulation S-X, except that Rule 3-10(b)(1)(ii) instead reads as follows: "Is, or as a result of the subject offering statement will be, required to file reports with the Commission pursuant to Rule 257(b) of Regulation A (§§ 230.251-230.263), or is an Exchange Act reporting company." The parent company must also provide the disclosures required by Rule 13-01 of Regulation S-X. The parent company may elect to provide these disclosures in a footnote to its consolidated financial statements or alternatively, in management's discussion and analysis of financial condition and results of operations described in Item 2 of Part II of Form 1-K.

(2) *Financial Statements of and Disclosures About Affiliates Whose Securities Collateralize an Issuance.* The requirements of Rules 3-16 or 13-02 of Regulation S-X are applicable if an issuer's securities that are qualified or being qualified pursuant to Regulation A are collateralized by the securities of the issuer's affiliates. Rule 13-02 of Regulation S-X must be followed unless Rule 3-16 of Regulation S-X applies. The issuer may elect to provide the disclosures specified in Rule 13-02 of Regulation S-X in a footnote to its consolidated financial statements or alternatively, in management's discussion and analysis of financial condition and results of operations described in Item 2 of Part II of Form 1-K.

## **Item 8. Exhibits**

(a) An exhibits index must be presented immediately preceding the first signature page of the report.

(b) File, as exhibits to this Form, the exhibits required by Form 1-A, except for the exhibits required by paragraphs 1, 12, and 13 of Item 17.

**SIGNATURES**

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Exact name of issuer as specified in its charter) \_\_\_\_\_

By (Signature and Title) \_\_\_\_\_

Date \_\_\_\_\_

Pursuant to the requirements of Regulation A, this report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title) \_\_\_\_\_

Date \_\_\_\_\_

By (Signature and Title) \_\_\_\_\_

Date \_\_\_\_\_