



PRIVATE MONEY

R O C K S T A R

WHY?

- **How do you get a crowd to like you?**
- **What does it take to get it done?**
- **Why do even want to do this?**





WRITE YOUR SONGS (YOUR PLAN)

- Find your niche
- Bullet point the plan
- Perhaps find a partner





THE
BEATLES

GET THE BAND TOGETHER!

- **Build a team**
 - **CPA**
 - **Attorney**
 - **Bookkeeper**
 - **Investor Management**
 - **Marketing**
 - **Technology**





DEVELOP YOUR ROCKSTAR IMAGE

- **Who are you? Who do you want people to believe you are? Be that.**
- **Consistency will rule the day**

THE MOST IMPORTANT THING...

- Do you have a consistent and clear marketing message?



GET GIG

- **Share your knowledge**
- **Marketing Companies**
- **Advertising**
- **Engaging in Social Media**
- **Finding Media Outlets**





RECORD YOUR ALBUM

- PPM
- Operating Agreement/Bylaws/or SAFT
- Subscription Agreement
- File your Form Ds



THIS IS IMPORTANT!



INVESTORS MATTER.
Which ones you solicit matter

USING THE LAW TO SATISFY YOUR CAPITAL NEEDS

“Crowdfunding”



New! Up to \$1,000,000. Limit of \$10,000 or 10% of net worth per investor (whichever is LESS).

506(b)



The Old Rule! Still a good rule. Raise as much as you want; use sophisticated investors; NO GENERAL SOLICITATION

506(c)




















New! General Solicitation Allowed. Accredited Investors Only. Must verify investors. Great for portals

Mini-IPO



Regulation A+. Raise up to \$20 million under Tier 1; \$50 million under Tier 2. Need approval from SEC. General solicitation allowed. Any type of investor allowed. Audit requirement OR State Approval.

TYPE OF OFFERING	Rule 504 Regulation D	Rule 506(b)	Rule 506(c)	Tier 1 Regulation A	Tier 2 Regulation A	Regulation Crowdfunding	Rule 147A
 DOLLAR LIMIT	\$5 million within prior 12 months	None	None	\$10 million within 12 month period, but no more than \$6 million by selling security holders	\$10 million within 12 month period, but no more than \$15 million by selling security holders	~\$1 million in a 12 month period	None
 HANNER OF OFFERING	No general solicitation or advertising unless either a) registered in a state requiring use of a publicly filed disclosure document or b) sold under state exemption allowing for sales only to accredited investors with general solicitation.	No general solicitation or advertising	General solicitation allowed, but all purchasers must be accredited investors	"Testing the waters" allowed before and after filing Form 1-A. Sales permitted after Form 1-A qualified.	"Testing the waters" allowed before and after filing Form 1-A qualified.	Offering must be made solely through a registered platform. No "testing the waters" allowed before filing. After filing, communications outside the platform can only contain "background" information or factual information about the issuer.	General solicitation permitted, but all sales must be made only to residents of the state or territory in which the issuer is resident.
 ISSUER AND INVESTOR REQUIREMENTS	Issuer must be non-reporting companies that are not investment companies or blank check companies. Certain "bad actors" are disqualified from participating in all Reg D offerings.	No issuer limitation except for "bad actor" disqualifications. Unlimited number of accredited investors and up to 35 non-accredited but "sophisticated" investors	No issuer limitation except for "bad actor" disqualifications. All purchasers must be accredited investors. Issuer must take "reasonable steps" to verify accredited investor status.	Issuer must be eligible issuer. No investor requirement.	Issuer must be eligible issuer. No investor requirement, however, investors who are natural persons and are not accredited investors are subject to an investment limit.	Issuers that are non-reporting companies, not banks, and subject to disqualification.	Issuer's "principal place of business" must be in the state, and meet at least one "doing business requirement". Investors must be resident in state using "principal place of business" to determine residency. No limitations on number of investors.
 FILING REQUIREMENT	File Form D with SEC no later than 15 days after first sale. Filing not a condition of the exemption.	File Form D with SEC no later than 15 days after first sale.	File Form D with the SEC no later than 15 days after first sale.	File test-the-waters documents, Form 1-A, any sales material and report of sales and use of proceeds with the SEC.	File test-the-waters documents, Form 1-A, any sales material and report of sales and use of proceeds with the SEC. Issuer subject to ongoing reporting requirements.	Requires the preparation of a Form C, which resembles a Form 1-A.	Depends on State.
 RESTRICTION ON RESALE	Restricted unless either a) registered in a state requiring use of a substantive disclosure document that is publicly filed or b) sold under state exemption allowing for sales only to accredited.	Restricted securities.	Restricted securities.	None.	None.	Subject to certain transfer restrictions for one year.	Limits on resale to persons residing within the state or territory of the offering for 6 months.
 BLUE SKY EXEMPTION	Need to comply with state blue sky laws by registration or state exemption.	No need to comply with state blue sky laws.	No need to comply with state blue sky laws.	Subject to state blue sky laws regarding pre-offering review, filing, and anti-fraud.	Not subject to state blue sky laws regarding pre-offering review, however, subject to state blue sky filing and anti-fraud requirements.	No need to comply with state blue sky laws.	Need to comply with state blue sky laws by registration or state exemption.
 RELATIVE COST	Low	Low	Low	Very High	High	Moderate.	Depends on State.
 TIME TO LAUNCH	Very Fast	Very Fast	Very Fast	Very Slow	Slow	Fast.	Depends on State.
 SEC REVIEW AND APPROVAL REQUIRED	No.	No.	No.	Yes.	Yes.	No.	No.
 AUDITED FINANCIAL STATEMENTS	No.	No.	No.	No.	Yes.	Yes for late offering >\$500K; Renewed financials required for all offerings >\$100K.	Depends on State.
 "TESTING THE WATERS" OK	No.	No.	Yes, practically.	Yes.	Yes.	No.	No.
 STATE QUALIFICATION NEEDED	Yes.	No.	No.	Yes.	No.	No.	Yes.
 BAD ACTOR DISQUALIFICATION	Yes.	Yes.	Yes.	Yes.	Yes.	Yes.	No.
 FOREIGN ISSUERS OK	Yes.	Yes.	Yes.	U.S. and Canada only.	U.S. and Canada only.	No.	No.
 PRE-INVESTOR LIMITS	No.	No.	No.	No.	For non-accredited natural persons: 10% of income or net worth, whichever is greater. For non-accredited non-natural persons: 10% of the greater of annual revenue or net assets at fiscal year end.	If annual income of net worth of investor <\$100K, greater of \$2,000 or 1% of lesser of annual income or net worth, at both annual income and net worth of investor >\$100K, 10% of lesser of annual income or net worth with \$250K investment maximum.	Depends on State.
 ONGOING REPORTING REQUIREMENT	No.	No.	No.	No.	Yes, significant.	Yes, moderate.	Depends on State.
 PURCHASERS COUNT FOR PUBLIC REPORTING THRESHOLD	Yes.	Yes.	Yes.	Yes.	Yes.	No, but with conditions.	Yes.

“HELPFUL CHART”
in subject line to
crowd@crowdfundinglawyers.net

The background of the slide is a black and white photograph of a crowd at a concert. Many people's hands are raised in the air, making various gestures like the peace sign and the 'rock on' hand. The scene is backlit, creating a bright glow around the silhouettes of the crowd. The text is overlaid on the right side of the image.

TAKE CARE OF YOUR FANZ

- **Report to them regular**
- **Be timely**
- **Give them reasons to invest with you again**

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