

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

**FORM C**

**UNDER THE SECURITIES ACT OF 1933**

(Mark one.)

**Form C: Offering Statement**

**Form C-U: Progress Update:** \_\_\_\_\_

**Form C/A: Amendment to Offering Statement:** \_\_\_\_\_  
□ Check box if Amendment is material and investors must reconfirm within five business days.

**Form C-AR: Annual Report**

**Form C-AR/A: Amendment to Annual Report**

**Form C-TR: Termination of Reporting**

Name of issuer: Atmocean, Inc. \_\_\_\_\_

Legal status of issuer: \_\_\_\_\_

Form: C corporation \_\_\_\_\_

Jurisdiction of Incorporation/Organization: Delaware \_\_\_\_\_

Date of organization): January 9, 2006 \_\_\_\_\_

Physical address of issuer: 1274 Vallecita Drive Santa Fe NM 87501 USA \_\_\_\_\_

Website of issuer: [www.atmocean.com](http://www.atmocean.com) \_\_\_\_\_

Name of intermediary through which the offering will be conducted: TRUCROWD \_\_\_\_\_

CIK number of intermediary: 0001667145 \_\_\_\_\_

SEC file number of intermediary: 007-00015 \_\_\_\_\_

CRD number, if applicable, of intermediary: \_\_\_\_\_

Amount of compensation to be paid to the intermediary, 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, or any arrangement for the intermediary to acquire such an interest:  
\_\_\_\_\_

Type of security offered: Voting common stock \_\_\_\_\_

Target number of securities offered: 5,000 \_\_\_\_\_

Price: 5.00 per share \_\_\_\_\_

Target offering amount: \$25,000 \_\_\_\_\_

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: \$99,900 \_\_\_\_\_

Deadline to reach the target offering amount: 12/19/2016 \_\_\_\_\_

**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:** 1

Total Assets:	Most recent fiscal year-end: \$1,625,200	Prior fiscal year-end: \$1,491,568
Cash & Cash Equivalents:	Most recent fiscal year-end: \$29,079	Prior fiscal year-end: \$179,326
Accounts Receivable:	Most recent fiscal year-end: \$0.00	Prior fiscal year-end: \$0.00
Short-term Debt:	Most recent fiscal year-end: \$0.00	Prior fiscal year-end: \$0.00
Long-term Debt:	Most recent fiscal year-end: \$0.00	Prior fiscal year-end: \$0.00
Revenues/Sales	Most recent fiscal year-end: \$0.00	Prior fiscal year-end: \$8,856
Cost of Goods Sold:	Most recent fiscal year-end: \$0.00	Prior fiscal year-end: \$0.00
Taxes Paid:	Most recent fiscal year-end: \$0.00	Prior fiscal year-end: \$0.00
Net Income:	Most recent fiscal year-end: \$(380,247)	Prior fiscal year-end: \$(114,462)

Using the list below, select the jurisdictions in which the issuer intends to offer the securities:

**[List will include all U.S. jurisdictions, with an option to add and remove them individually, add all and remove all.]**

## **GENERAL INSTRUCTIONS**

### **I. Eligibility Requirements for Use of Form C**

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 Securities Act Section 4(a)(6) and in accordance with Section 4A and Regulation Crowdfunding (§ 227.100 *et seq.*). 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 *et seq.*) must file the Form prior to the commencement of the offering and include the information required by Rule 201 of Regulation Crowdfunding (§ 227.201).

An issuer must include in the XML-based portion of this Form: the information required by paragraphs (a), (e), (g), (h), (l), (n), and (o) of Rule 201 of Regulation Crowdfunding (§ 227.201(a), (e), (g), (h), (l), (n), and (o)); 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); the jurisdictions in which the issuer intends to offer the securities; and any information required by Rule 203(a)(3) of Regulation Crowdfunding (§ 227.203(a)(3)).

Other than the information required to be provided in XML format, an issuer may provide the required information in the optional Question and Answer format included herein or in any other format included on the intermediary's platform, by filing such information as an exhibit to this Form, including copies of screen shots of the relevant information, as appropriate and necessary.

If disclosure in response to any paragraph of Rule 201 of Regulation Crowdfunding (§ 227.201) or

Rule 203(a)(3) is responsive to one or more other paragraphs of Rule 201 of Regulation Crowdfunding (§ 227.201) or to Rule 203(a)(3) of Regulation Crowdfunding (§ 227.203(a)(3)), issuers are not required to make duplicate disclosures.

## 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 *et seq.*) 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 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 *et seq.*) 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 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 *et seq.*), 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), (t), (x) and (y) of

Regulation Crowdfunding (§§ 227.201(a), (b), (c), (d), (e), (f), (m), (p), (q), (r), (s), (t), (x) and (y)). For purposes of paragraph (t), 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 in the XML-based portion of this Form: the information required by paragraphs (a), and (e) of Rule 201 of Regulation Crowdfunding (§ 227.201(a) and (e)); 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 Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 *et seq.*), 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.

Atmocean, Inc.  
(Issuer)

By Philip W. Kithil

 CEO  
(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 *et seq.*), this Form C has been signed by the following persons in the capacities and on the dates indicated.

 (Signature)  
 (Title)

August 23, 2016  
(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.