

**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***

Dope Coffee Company LLC

Check box if Amendment is material and investors will have five business days to reconfirm ☐

***Describe the Nature of the Amendment***

Clarification of trigger for conversion of convertible notes.

***Form of issuer***

Limited liability company

***Jurisdiction of Incorporation/Organization***

Georgia

***Date of organization***

March 27, 2019

***Physical address of issuer***

4110 Peabody Ct., Decatur, GA 30034

***Website of issuer***

www.realdope.coffee

***Name of intermediary through which the offering will be conducted***

Crowdfund Mainstreet

***CIK number of intermediary***

0001690300

***SEC file number of intermediary***

007-00133

***CRD number, if applicable, of intermediary***

292759

***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***

6% of offering proceeds that are actually distributed to the issuer plus third-party escrow fees

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

None

***Type of security offered***

Convertible Note (Debt)

***Price (or method for determining price)***

Face value

***Target offering amount***

\$27,000

***Oversubscriptions accepted:***

☒ Yes

☐ No

***Oversubscriptions will be allocated:***

☐ Pro-rata basis

☒ First-come, first-served basis

☐ Other:

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

\$107,000

***Deadline to reach the target offering amount***

July 7, 2020

**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***

Three

***Financial summary***

|                                  | <b>Most recent<br/>fiscal year end<br/><br/><i>(the company's<br/>only completed<br/>fiscal year since<br/>inception)</i></b> |
|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>Total Assets</b>              | \$ 31,456.24                                                                                                                  |
| <b>Cash and Cash Equivalents</b> | \$ 10,673.56                                                                                                                  |
| <b>Accounts Receivable</b>       | \$ 0                                                                                                                          |
| <b>Short-term Debt</b>           | \$ 0                                                                                                                          |
| <b>Long-term Debt</b>            | \$ 24,908.08                                                                                                                  |
| <b>Revenues/Sales</b>            | \$ 5,978.97                                                                                                                   |
| <b>Cost of Goods Sold</b>        | \$ 5,775.28                                                                                                                   |
| <b>Taxes Paid</b>                | \$ 0                                                                                                                          |

**Net Income**

**\$ -12,207.42**

***The jurisdictions in which the issuer intends to offer the securities***

Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming

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/A and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

ISSUER

DOPE COFFEE COMPANY LLC

Signature: Michael Loyd

Title: Founder, Manager, and Chief Executive Officer

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/A has been signed by the following persons in the capacities and on the dates indicated.

Signature: Michael Loyd

Title: Founder, Manager, and Chief Executive Officer

Date: April 13, 2020

Signature: Michelle Loyd

Title: Founder, Manager, and Chief Product Officer

Date: April 13, 2020

## Form C/A

# Amended Offering Statement of Dope Coffee Company LLC “Dope Coffee,” the “issuer,” the “company,” “we,” “our,” “us”)

## Convertible Notes

### *Forward-Looking Statement Disclosure*

This Form C/A, including any Exhibits referred to in this offering statement, and the intermediary’s website contain forward-looking statements and are subject to risks and uncertainties. All statements other than statements of historical fact or relating to present facts or current conditions included in this Form C/A are forward-looking statements. Forward-looking statements give the company’s current reasonable expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “will,” “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “may,” “should,” “can have,” “likely,” and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this Form C/A, including any Exhibits referred to in this offering statement, and on the intermediary’s website, are based on reasonable assumptions the company has made in light of its industry experience, perceptions of historical trends, current conditions, expected future developments, and other factors it believes are appropriate under the circumstances. As you read and consider this Form C/A, including the Exhibits referred to in this offering statement, and the information on the intermediary’s website, you should understand that these statements are not guarantees of performance, results, or other events, all of which involve risks, uncertainties (many of which are beyond the company’s control), and assumptions. Although the company believes that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect its actual operations, operating or financial performance, and other actual future events, and cause such operations, performance, and events to differ materially from the operations, performance, and events anticipated in the forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect or change, the company’s actual operations, operating or financial performance, or other actual future events may vary in material respects from the performance projected in these forward-looking statements.

Any forward-looking statement made by the company in this Form C/A, including any Exhibits referred to in this offering statement, or on the intermediary's website speaks only as of the date of this Form C/A. Factors or events that could cause our actual operations, our operating or financial performance, or other future events to differ may emerge from time to time, and it is not possible for the company to predict all of them. The company undertakes no obligation to update any forward-looking statement, or other statement in this Form C/A, including any Exhibits referred to in this offering statement, or on the intermediary's website, whether as a result of new information, future developments or otherwise, including decisions made at the company's option, except as may be required by law.

### *About this Form C/A*

You should rely only on the information contained in this Form C/A (including the Exhibits referred to in this offering statement). You should assume that information contained in this Form C/A (including the Exhibits referred to in this offering statement) is accurate only as of the date of this Form C/A, regardless of the time of delivery of this Form C/A or of any sale of securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

This Form C/A (including the Exhibits referred to in this offering statement) does not purport to contain all of the information that may be required to evaluate this offering and any recipient of this Form C/A should conduct its own independent analysis. The statements of the company contained in this Form C/A are based on information believed to be reliable. No warranty can be made as to the accuracy of such information or that circumstances have not changed since the date of this Form C/A. The company does not expect to update or otherwise revise this Form C/A or other materials supplied herewith. The delivery of this Form C/A at any time does not imply that the information contained in this Form C/A is correct as of any time subsequent to the date of this Form C/A. This Form C/A is submitted in connection with this offering described herein and may not be reproduced or used for any other purpose.

Pursuant to Rule 201 of Regulation Crowdfunding (§ 227.201), an issuer offering or selling securities in reliance on section 4(a)(6) of the Securities Act of 1933, as amended (the "Securities Act") must disclose the following information.

**(a) The name, legal status (including its form of organization, jurisdiction in which it is organized and date of organization), physical address and Web site of the issuer.**

| <u>Name</u> | <u>Form of Organization</u> | <u>Jurisdiction of Organization</u> | <u>Date of organization</u> | <u>Physical address</u> | <u>Website</u> |
|-------------|-----------------------------|-------------------------------------|-----------------------------|-------------------------|----------------|
|             |                             |                                     |                             |                         |                |

|                     |                           |         |                |                                        |                     |
|---------------------|---------------------------|---------|----------------|----------------------------------------|---------------------|
| Dope Coffee Company | Limited liability company | Georgia | March 27, 2019 | 4110 Peabody Ct.<br>Decatur, GA, 30034 | www.realdope.coffee |
|---------------------|---------------------------|---------|----------------|----------------------------------------|---------------------|

**(b) The names of the directors and officers (and any persons occupying a similar status or performing a similar function) of the issuer, all positions and offices with the issuer held by such persons, the period of time in which such persons served in the position or office and their business experience during the past three years, including:**

**(1) Each person's principal occupation and employment, including whether any officer is employed by another employer; and**

**(2) The name and principal business of any corporation or other organization in which such occupation and employment took place.**

Directors and officers and their positions with the issuer:

| <u>Name</u>                                                          | <u>Position(s) with the Issuer</u>        | <u>Time period position(s) with the issuer have been held</u> |
|----------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------|
| Michael Loyd (the "CEO")                                             | Chief Executive Officer, Founder, Manager | 2019-present                                                  |
| Michelle Loyd (the "CPO" and, together with the CEO, the "Founders") | Chief Product Officer, Founder, Manager   | 2019-present                                                  |

Principal occupation and employment of directors and officers over the past three years:

| <u>Name</u>  | <u>Employer</u>                                                              | <u>Employer's principal business</u> | <u>Role</u>             |
|--------------|------------------------------------------------------------------------------|--------------------------------------|-------------------------|
| Michael Loyd | Partnership with Michelle Loyd from 2015-2019; Dope Coffee from 2019-present | Coffee shop / E-commerce             | Chief Executive Officer |

|               |                                                                             |                          |                       |
|---------------|-----------------------------------------------------------------------------|--------------------------|-----------------------|
| Michelle Loyd | Partnership with Michael Loyd from 2015-2019; Dope Coffee from 2019-present | Coffee shop / E-commerce | Chief Product Officer |
|---------------|-----------------------------------------------------------------------------|--------------------------|-----------------------|

**(c) The name of each person, as of the most recent practicable date but no earlier than 120 days prior to the date this offering statement is filed, who is a beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.**

| <u>Name of beneficial owner</u> | <u>Ownership percentage</u> |
|---------------------------------|-----------------------------|
| Michael Loyd                    | 65%                         |
| Michelle Loyd                   | 35%                         |

**(d) A description of the business of the issuer and the anticipated business plan of the issuer.**

Dope Coffee Company is a direct-to-consumer retailer of coffee and coffee-based products designed to speak directly to the uniqueness and strength of Black culture. Please see **Exhibit A**, our Pitch Deck, for a description of our business and business plan. For further information, please also see **Exhibit B**, our Executive Summary, and **Exhibit C**, our Crowdfunding Page.

**(e) The current number of employees of the issuer.**

Three.

**(f) A discussion of the material factors that make an investment in the issuer speculative or risky.**

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 (the “SEC”) 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 SEC has not made an independent determination that these securities are exempt from registration.

Each prospective investor is hereby advised to carefully read and consider the following risk factors and all other materials provided in determining whether or not to invest.

The following list of risk factors and the risk factors stated elsewhere in this offering statement are not intended and should not be understood as an exhaustive list of all risks related to an investment.

**Any continued future success that the company might enjoy will depend upon many factors, including factors beyond the control of the company and/or which cannot be predicted at this time.** These factors may include but are not limited to changes in or increased levels of competition, including the entry of additional competitors and increased success by existing competitors; changes in general economic conditions; increases in operating costs; the company's ability to expand its customer base and retain key customers; and reduced margins caused by competitive pressures. These conditions may have a material adverse effect upon the company's business, operating results, and financial condition. Some specific risks include but are not limited to the following.

**We have a limited operating history.** We were incorporated on March 27, 2019, and have been operating only since May 1, 2019. Because we have been operating for only a short period of time, we have not produced a profit. There is no assurance that we will ever produce a profit. As a new enterprise, we are likely to be subject to risks our management has not anticipated. We have limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and our other resources may not be sufficient for us to continue to finance our operations.

**We may not have sufficient financial resources to successfully compete in the coffee business.** A large number of enterprises provide products or services similar to ours. We will be competing with established businesses that have an operating history and greater financial resources, management experience, and market share than we have. There can be no assurance that we will be able to compete or capture adequate market share. We will not be profitable if we cannot compete successfully with other businesses.

**Our failure to introduce new products to the market may harm our business.** We operate in a highly competitive industry, which is characterized by frequent introductions of new products and services into the market. Our success will depend, in part, on our ability to improve our present products, to develop new products and to provide necessary services and support.

**We depend on the services of key persons.** Much of the company's success depends on the skills, experience, and performance of the Founders and key personnel. The company currently does not have a firm plan fully detailing how to replace any of these persons in the case of death or disability. The company's success also depends on our suppliers' knowledge and skills, as we have carefully selected these suppliers to meet our needs. The loss of the services of any of the key members of personnel and/or suppliers, or the company's inability to recruit, train, and retain

key personnel, and/or to establish or maintain relationships with suppliers, may have a material adverse effect on the company's business, operating results, and financial condition.

**Our failure to comply with government rules and regulations may harm our business.** Our business must comply with local, state and federal rules and regulations. We currently comply with the rules and regulations with which we are required to comply and will continue to do so under future physical and business structures. If we fail to comply with a rule or regulation we may be subject to fines or other penalties, or our permit or license may be lost or suspended. We may have to stop operating and our investors may lose their entire investment.

**Limited disclosure.** The company is at an early stage may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a trading history. The company is also only obligated to provide limited information regarding its business and financial affairs to investors.

**Because there is no market for the company's Crowd Notes (as defined herein), an investor may not be able to sell their Crowd Note.** There is no market for the company's Crowd Notes (as defined herein). An investor may never be able to sell their Crowd Note—or any securities into which the Crowd Note converts—or recover any part of their investment.

**There is no guaranteed return on investment.** No assurance can be given that an investor will realize a substantial return on investment, or any return at all, or that an investor will not lose a substantial portion or all of the investment. The future performance and valuation of the company are uncertain. If the investor is able to sell their Crowd Note, or is able to sell any Preferred Units into which the Crowd Note converts (if it converts), there is no guarantee that the investor will be able to sell for a price greater than—or equal to—the price the investor paid for the Crowd Note.

**Additional funds may be needed.** The company currently anticipates that the net proceeds of this offering will be sufficient to meet its anticipated needs for working capital and other cash requirements (as detailed in Item (i) below) for the foreseeable future. However, the company may need to raise additional funds in order to fund more rapid expansion, to respond to competitive pressures, or to acquire complementary products or businesses. There can be no assurance that additional financing will be available on terms favorable to the company, or at all. If adequate funds are not available or are not available on acceptable terms, the company's ability to fund its expansion, take advantage of potential acquisition opportunities, develop or enhance services or products or respond to competitive pressures would be significantly limited. Such limitation may have a material adverse effect on the company's business, operating results and financial condition.

**We have incurred start-up organizational costs since inception and may incur future losses.** We have not yet generated a profit from operations. We expect to experience losses from operations, and we cannot predict exactly when or if we will become profitable. If we achieve profitability, we may not be able to sustain it.

**(g) The minimum target offering amount and the deadline to reach the minimum target offering amount.**

The minimum target offering amount is \$27,000, and the deadline to reach this amount is July 7, 2020.

If the sum of the investment commitments does not equal or exceed the minimum 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.

We plan for this offering to have a “rolling close.” Once we meet the minimum target offering amount, that amount will be closed, and those funds will be released to us. Before the funds investors have committed are released to us, such investors will be notified that the minimum portion of our offering will be closed. Please see Item (h) below for more detail on the rolling close.

**(h) Whether the issuer will accept investments in excess of the minimum target offering amount and, if so, the maximum amount that the issuer will accept and how oversubscriptions will be allocated, such as on a pro-rata, first come-first served, or other basis.**

We will accept investments in excess of the minimum target offering amount, up to a total of \$107,000 (our maximum target offering amount). Oversubscriptions will be allocated on a first-come, first-served basis.

As described in Item (g) above, once we reach our minimum target offering amount (First Milestone), we will close that amount and those funds will be released to us. After that closing, we plan to continue our offering and to have additional closings once we have raised the total amounts listed below. Once we reach each of the below amounts (Milestones), that amount will be closed and those funds will be released to us. Investors will be notified of each closing before the funds they have committed are released to us. Once we reach our maximum target offering amount (Fourth Milestone) or our offering deadline, whichever comes first, our offering will end and all funds that have been committed but not yet released to us will then be released to us (provided that we have raised at least our minimum target offering amount).

First Milestone: \$27,000 (minimum target offering amount)

Second Milestone: \$54,000 (an additional \$27,000 raised after the First Milestone is reached)

Third Milestone: \$81,000 (an additional \$27,000 raised after the Second Milestone is reached)

Fourth Milestone: \$107,000 (an additional \$26,000 raised after the Third Milestone is reached)

**(i) A description of the purpose and intended use of the offering proceeds.**

Dope Coffee Company will use the proceeds of this offering to launch a targeted digital media and marketing campaign aimed to build a 2,000 recurring customer base, in addition to building

out our manufacturing and distribution facility and acquiring equipment to scale manufacturing capabilities.

The goal of this offering is to fund growth and expansion of our initial traction gained during our development phase.

*Line items for use of offering proceeds*

\$34,000: Digital & Print Marketing  
\$31,000: Manufacturing Capability Upgrades (K Cup, Bottling Equipment)  
\$19,000: Fulfillment Center Build-out  
\$13,000: Popup Marketing Operation  
\$10,000: Payroll

*Use of offering proceeds at each milestone*

First Milestone: \$27,000 (minimum target offering amount)

When we reach the First Milestone, we plan to use the proceeds to build out our fulfillment facility, expand our digital media and marketing efforts for customer acquisition and increase our inventory, in addition to partial payroll.

Second Milestone: \$54,000 (an additional \$27,000 raised)

When we reach the Second Milestone, we plan to use the proceeds to continue to improve our fulfillment center, to continue digital media and marketing efforts, for event operations, and to initiate manufacturing upgrades.

Third Milestone: \$81,000 (an additional \$27,000 raised)

When we reach the Third Milestone, we plan to use the proceeds to continue digital media and marketing efforts, for manufacturing upgrades, and for a new hire.

Fourth Milestone: \$107,000 (an additional \$26,000 raised)

When we reach the Fourth Milestone, we plan to use the proceeds for our popup marketing and event operations, and our digital media and marketing efforts for customer acquisition.

In summary, if the company raises its full maximum target offering amount, it will be able to purchase build out fulfillment center, acquire equipment to increase manufacturing capabilities, maximize marketing and media reach, and continue event operations in the metro-ATL area with projections of expansion. Further funds will be generated from the recurring customer base and catering and events, while our COGS will decline associated with increased manufacturing capabilities and output volume.

**(j) A description of the process to complete the transaction or cancel an investment commitment.**

Investors may cancel an investment commitment until 48 hours prior to the deadline identified in our offering materials.

This offering's intermediary, MiTec, PBC (dba Crowdfund Mainstreet) ("CMS") will notify investors when the minimum target offering amount has been met.

If we reach the minimum target offering amount prior to the deadline identified in our offering materials, we may close the offering early if we provide notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).

If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to us upon closing of the offering and the investor will receive securities in exchange for his or her investment.

The issuer may decide to terminate an offering at any time. An offering may also be cancelled if the target raise is not reached. If this occurs, the investor is entitled to a full refund. Within five business days following the cancellation of the offering, CMS will

Send the investor a notification of the cancellation, disclosing the reason for the cancellation, and the refund amount that the investor is expected to receive.

Direct the refund of the investor's funds. Please note that the company may choose not to accept an investment for any reason.

A description of the process to complete the transaction is included in the investor education materials provided on the CMS platform.

**(k) A statement that if an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.**

If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

**(l) The price to the public of the securities or the method for determining the price.**

Each security is priced at face value.

Prior to any sale of securities, each investor shall be provided in writing the final price and all required disclosures.

**(m) A description of the ownership and capital structure of the issuer, including:**

**(1) The terms of the securities being offered and each other class of security of the issuer, including the number of securities being offered and/or outstanding, whether or not such securities have voting rights, any limitations on such voting rights, how the terms of the securities being offered may be modified and a summary of the differences between such securities and each other class of security of the issuer, and how the rights of the securities being offered may be materially limited, diluted or qualified by the rights of any other class of security of the issuer.**

The company is owned only by the Founders as shown in Item (c) above.

The issuer is offering a minimum of \$27,000 and a maximum of \$107,000 in convertible promissory notes (the “Crowd Notes”). Between April 2019 and March 2020, the issuer raised convertible promissory notes in a private offering under Rule 504 of Regulation D (the “504 Notes”). The 504 Notes have outstanding principal of \$33,000 and, as of April 6, 2020, had accrued and unpaid interest of approximately \$1,686.16.

The Crowd Notes and the 504 Notes have substantially the same terms, except for the maturity date. (The 504 Notes mature on various dates. Please see Item (p) hereof for the schedule.)

**Interest Rate:** Annual interest rate of 10%.

**Term:** All principal, together with accrued and unpaid interest under the Crowd Notes, is due and payable on July 7, 2022 (the “Crowd Note Maturity Date”).

**Prepayment:** Crowd Notes may be prepaid without penalty. If prepayment results from a change of control transaction, the company will pay 110% of the outstanding principal plus accrued interest.

**Conversion:** If, prior to the repayment of the Note, the company issues preferred equity securities (the “Preferred Units”) constituting at least 10% of the outstanding equity of the company, the investor, at the investor’s sole option, may choose to convert all, but not less than all, of the then-outstanding principal balance and accrued but unpaid interest owed under the Note into the Preferred Units at a conversion price equal to 90% of the price per unit paid by the investors purchasing the Preferred Units in the latest round of financing.

**Events of Default:**

Events of Default include

- (a) The failure by the company to pay any amounts due under the Crowd Note when due.
- (b) A material breach by the company of any other term or provision of the Crowd Note.
- (c) The filing of a petition in bankruptcy or under any similar insolvency law by the company, the making of any assignment for the benefit of creditors, or if any voluntary petition in bankruptcy or under any similar insolvency law is filed against the company and such petition is not dismissed within 60 days after the filing thereof.

Except for a default pursuant to (c) above (with respect to which there is no cure period), upon an Event of Default, the company shall have 30 days to cure such default after receipt of written notice of default from the holder of the Crowd Note specifying the nature of the company's default. If the default is pursuant to (c) above or if the company is unable to cure its default within such 30-day period, the holder of the Crowd Note may, at such holder's option, accelerate repayment of the principal in which case the principal and all interest accrued thereon will be due and payable immediately.

**Amendment and Waiver:** Any term of a Crowd Note may be amended with the written consent of the company and the investor. The obligations of the company and the rights of the investor under the Crowd Note may be waived with the written consent of the investor.

The Crowd Notes have no voting rights. It is likely that the Preferred Units, into which the Crowd Notes could convert, will not have voting rights either.

Each holder of a 504 Note may choose to convert their 504 Note into Preferred Units once the company issues Preferred Units constituting at least 10% of the outstanding equity of the company unless the 504 Note is repaid before such time. Such conversion, if it occurs, will affect the percentage of the company that investors in the Crowd Notes will own.

The above is intended to be only a summary of some of the key terms of the Crowd Notes. The above is not a complete description of the terms of the Crowd Notes. Please see the form of Crowd Note filed with the SEC with this offering statement as **Exhibit D** for the complete terms of the investment. The above summary is qualified in its entirety by **Exhibit D**.

**(2) A description of how the exercise of rights held by the principal shareholders of the issuer could affect the purchasers of the securities being offered.**

The Founders have the absolute right to make decisions with respect to the company. It is possible that the Founders will make a decision that has negative consequences for the company and therefore the investors.

**(3) The name and ownership level of each person, as of the most recent practicable date but no earlier than 120 days prior to the date this offering statement is filed, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.**

Please see Item (c) above.

**(4) How the securities being offered are being valued, and examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.**

The Crowd Notes and the 504 Notes are valued at face value, and future convertible promissory notes of the company will be valued at face value.

**(5) The risks to purchasers of the securities relating to minority ownership in the issuer and the risks associated with corporate actions including additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets of the issuer or transactions with related parties.**

Unless the investor's Crowd Note converts into Preferred Units, the investor will have no voting rights or ownership in the company. The company's Founders, the sole decision-makers for the company, could make a decision that would have negative consequences for the company, reduce the company's revenue, and reduce the investor's return. Such decisions include, but are not limited to, the issuance of additional securities, a sale of the issuer or of the assets of the issuer, and transactions with related parties.

Investors must rely upon the judgment and skills of the Founders, who are the sole members, managers, and decision-makers for the company. As note-holders, investors in this offering have no voting rights or ownership of the company. If and when an investor's Crowd Note converts into Preferred Units, the investor will have an ownership interest in the company, but we do not expect the investor to have voting rights, except possibly under limited circumstances required by law. Further, we expect the Founders to continue to own and control a significant percentage of the company after the conversion, if any, of the investor's Crowd Note, as well as for the foreseeable future. We thus expect the Founders to retain significant control over the company's business and affairs.

The Founders' interests could differ from an investor's, and the Founders could make a decision that would have negative consequences for the company, reduce the company's revenue, and

reduce the investor's return. Such decisions include, but are not limited to, the issuance of additional securities, a sale of the issuer or of the assets of the issuer, and transactions with related parties.

An investor's percentage ownership of the company, when and if the investor's Crowd Note converts, depends in part upon the amount of equity the company sells before the investor's Note converts and the amount raised in this offering of the Crowd Notes. Those amounts are currently unknown.

As described in Item (m)(1) above, the conversion of the 504 Notes into Preferred Units will also affect the percentage of the company the investor will own, provided such conversion occurs.

In addition, if the company issues additional equity interests after the investor's Crowd Note has converted into Preferred Units, the investor's ownership in the company could be diluted. If the company issues additional convertible notes before or after the conversion of the investor's Crowd Note, the investor's ownership of the company could also be diluted.

There may be other circumstances in which the investor's ownership interest in the company could be diluted.

**(6) A description of the restrictions on transfer of the securities, as set forth in 17 CFR § 227.501.**

**17 CFR § 227.501 provides that the securities may not be transferred for one year after it is issued unless it is transferred:**

- (i) To the issuer;**
- (ii) To an accredited investor;**
- (iii) As part of an offering registered with the SEC; or**
- (iv) To a member of the family of the investor or the equivalent, to a trust controlled by the investor, to a trust created for the benefit of a member of the family of the investor or the equivalent, or in connection with the death or divorce of the investor or other similar circumstance.**

**For purposes of this Item (m)(6), the term accredited investor shall mean any person who comes within any of the categories set forth in 17 CFR § 230.501(a), or who the issuer reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.**

**For purposes of this Item (m)(6), the term member of the family of the**

**investor or the equivalent includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and shall include adoptive relationships. For purposes of this Item (m)(6), the term spousal equivalent means a cohabitant occupying a relationship generally equivalent to that of a spouse.**

Karl T. Duffey, brother of the CPO, purchased a 504 Note in the amount of \$3,000 in May 2019.

**(n) The name, SEC file number and Central Registration Depository (CRD) number (as applicable) of the intermediary through which the offering is being conducted.**

The name of the intermediary is MiTec, PBC (dba Crowdfund MainStreet). The SEC file number of the intermediary is 007-00133. The intermediary's CRD number is 292759.

**(o) A description of the intermediary's financial interests in the issuer's transaction and in the issuer, including:**

**(1) The 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, and**

**(2) Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest.**

The amount of compensation to be paid to CMS is 6% of the offering proceeds that are actually distributed to the issuer plus third-party escrow fees.

**(p) A description of the material terms of any indebtedness of the issuer, including the amount, interest rate, maturity date and any other material terms.**

The issuer has 504 Notes with an outstanding principal amount of \$33,000. As of April 6, 2020, the 504 Notes had approximately \$1,686.16 in accrued and unpaid interest. Except for their maturity dates, the 504 Notes have substantially the same terms as the Crowd Notes. Such terms are described in Item (m)(1) above. The 504 Notes will mature on the schedule shown in the table below.

As described in Item (m)(1), the principal amount and accrued and outstanding interest on each 504 Note will be due and payable on such note's maturity date, provided that, if the company issues Preferred Units constituting at least 10% of the outstanding equity of the company before

the 504 Note is repaid, the holder of such note will have the option to convert the outstanding interest and principal on the 504 Note into Preferred Units. The issuer can prepay any 504 Note, but if prepayment is due to a change of control transaction, the prepayment amount will be 110% of principal plus accrued interest.

|              | Date made         | Principal amount | Interest per annum | Approximate accrued and unpaid interest as of April 6, 2020 | Maturity date     |
|--------------|-------------------|------------------|--------------------|-------------------------------------------------------------|-------------------|
| Note 1       | April 12, 2019    | \$1,000          | 10%                | \$98.63                                                     | April 12, 2021    |
| Note 2       | April 14, 2019    | \$1,000          | 10%                | \$98.08                                                     | April 12, 2021    |
| Note 3       | April 19, 2021    | \$2,500          | 10%                | \$241.78                                                    | April 19, 2021    |
| Note 4       | May 6, 2019       | \$5,000          | 10%                | \$460.27                                                    | May 6, 2021       |
| Note 5       | May 14, 2019      | \$3,000          | 10%                | \$269.59                                                    | May 14, 2021      |
| Note 6       | June 27, 2019     | \$500            | 10%                | \$38.90                                                     | June 27, 2021     |
| Note 7       | December 12, 2019 | \$5,000          | 10%                | \$158.90                                                    | December 12, 2021 |
| Note 8       | December 12, 2019 | \$1,000          | 10%                | \$31.78                                                     | December 12, 2021 |
| Note 9       | December 20, 2019 | \$5,000          | 10%                | \$147.95                                                    | December 20, 2021 |
| Note 10      | January 17, 2020  | \$5,000          | 10%                | \$109.59                                                    | January 17, 2022  |
| Note 11      | February 23, 2020 | \$1,000          | 10%                | \$11.78                                                     | February 23, 2022 |
| Note 12      | March 14, 2020    | \$3,000          | 10%                | \$18.90                                                     | March 14, 2022    |
| <b>TOTAL</b> |                   | <b>\$33,000</b>  |                    | <b>\$1,686.16</b>                                           |                   |

**(q) A description of exempt offerings conducted within the past three years.**

We raised \$33,000 in 504 Notes between April 2019 and March 2020. The proceeds funded startup costs including marketing, supplies, subscriptions, and inventory.

**(r) A description of any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, to which the issuer was or is to be a party and the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on section 4(a)(6) of the Securities Act during the preceding 12-month period, inclusive of the amount the issuer seeks to raise in the current offering under such section, in which any of the following persons had or is to have a direct or indirect material interest:**

- (1) Any director or officer of the issuer;**
- (2) Any person who is, as of the most recent practicable date but no earlier than 120 days prior to the date the offering statement or report is filed, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;**
- (3) If the issuer was incorporated or organized within the past three years, any promoter of the issuer; or**
- (4) Any member of the family of any of the foregoing persons, which includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and shall include adoptive relationships. The term spousal equivalent means a cohabitant occupying a relationship generally equivalent to that of a spouse.**

**(s) A discussion of the issuer's financial condition, including, to the extent material, liquidity, capital resources and historical results of operations.**

Each prospective investor should read the following discussion and analysis of our financial condition and results of operations together with our financial statements, which have been filed with the SEC as **Exhibit E** to this offering statement, and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. Prospective investors should review the risk factors stated in Items (f) and (m) above, and any risk factors described elsewhere in this offering statement, as such factors could cause actual results to differ materially

from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Dope Coffee is a Georgia-based limited liability company that has been in existence for about one year. Its primary activity involves selling coffee and coffee-based products through our e-commerce platform. Although not yet profitable, Dope Coffee is operating and revenue-generating. To date, most of Dope Coffee's revenues have come from e-commerce sales and popup marketing events. These funds will be used to continue operating the company as we raise additional capital.

Dope Coffee does not own any significant assets other than cash, small scale coffee production equipment, and intellectual property. Dope Coffee began raising equity capital in mid-2019 via the offering of the 504 Notes. The company raised \$33,000 in 504 Notes between April 2019 and March 2020. The proceeds funded startup costs including marketing, supplies, subscriptions, and inventory.

Dope Coffee's current cash balance is approximately \$1,951.98

#### Milestones Reached So Far

Revenue generating since Spring 2019

522+ total orders

11,000 in e-commerce sales

3% online store conversion rate

3,000+ social media followers

1,000+ email list

First Milestone: \$27,000 (minimum target offering amount)

When we reach the First Milestone, we plan to use the proceeds to build out our fulfillment facility, expand our digital media and marketing efforts for customer acquisition and increase our inventory, in addition to partial payroll.

Second Milestone: \$54,000 (an additional \$27,000 raised)

When we reach the Second Milestone, we plan to use the proceeds to continue to improve our fulfillment center, to continue digital media and marketing efforts, for event operations, and to initiate manufacturing upgrades.

Third Milestone: \$81,000 (an additional \$27,000 raised)

When we reach the Third Milestone, we plan to use the proceeds to continue digital media and marketing efforts, for manufacturing upgrades, and for a new hire.

Fourth Milestone: \$107,000 (an additional \$26,000 raised)

When we reach the Fourth Milestone, we plan to use the proceeds for our popup marketing and event operations, and our digital media and marketing efforts for customer acquisition.

In summary, if the company raises its full maximum target offering amount, it will be able to purchase build out fulfillment center, acquire equipment to increase manufacturing capabilities, maximize marketing and media reach, and continue event operations in the metro-ATL area with projections of expansion. Further funds will be generated from the recurring customer base and catering and events, while our COGS will decline associated with increased manufacturing capabilities and output volume.

Further funds will be generated from the recurring customer base and catering and events, while our cost of goods sold will see a decline associated with increased manufacturing capabilities and output volume.

If we do not reach all of our Milestones, we will seek alternative funding options to include debt-based options. In addition, the company is currently generating revenue so, even if we only reach our First Milestone, we expect the company to be able to continue operating at a slower pace for the foreseeable future.

Further, we are currently planning to launch a preferred equity financing in 2022, before the Crowd Note Maturity Date. When added to the \$107,000 we aim to raise in this offering, the preferred equity financing proceeds will propel our vision of being a global brand with micro-fulfillment centers embodying the culture and values of Dope Coffee through hands-on entertainment.

Below are our financial projections for 2020 through 2023.

| <b>Operating Summary</b>   |                     |                      |                       |                       |
|----------------------------|---------------------|----------------------|-----------------------|-----------------------|
| Year                       | 2020                | 2021                 | 2022                  | 2023                  |
| <b>Revenue</b>             |                     |                      |                       |                       |
| Service                    | \$77,500.00         | \$109,500.00         | \$127,500.00          | \$144,000.00          |
| Products                   | \$232,817.00        | \$491,275.00         | \$1,064,315.00        | \$1,569,190.00        |
| <b>Total</b>               | <b>\$310,317.00</b> | <b>\$600,775.00</b>  | <b>\$1,191,815.00</b> | <b>\$1,713,190.00</b> |
|                            |                     |                      |                       |                       |
| <b>Expense</b>             |                     |                      |                       |                       |
| COGS                       | \$110,529.51        | \$190,229.98         | \$294,427.50          | \$467,412.58          |
| Gross Profit %             | 64.38%              | 68.34%               | 75.30%                | 72.72%                |
| Payroll/Benefits           | \$158,466.67        | \$302,736.67         | \$340,440.00          | \$340,440.00          |
| Overhead                   | \$76,500.00         | \$111,600.00         | \$131,400.00          | \$131,400.00          |
| Taxes and Fees             | \$14,877.78         | \$42,958.38          | \$91,666.78           | \$134,581.15          |
| <b>Total</b>               | <b>\$366,485.62</b> | <b>\$647,525.02</b>  | <b>\$857,934.28</b>   | <b>\$1,073,833.73</b> |
|                            |                     |                      |                       |                       |
| <b>Earnings</b>            | <b>-\$56,168.62</b> | <b>-\$46,750.02</b>  | <b>\$333,880.73</b>   | <b>\$639,356.27</b>   |
| Net Profit %               | -18.10%             | -7.78%               | 28.01%                | 37.32%                |
|                            |                     |                      |                       |                       |
| <b>Cumulative Earnings</b> | <b>-\$56,168.62</b> | <b>-\$102,918.64</b> | <b>\$230,962.08</b>   | <b>\$870,318.35</b>   |

To achieve our revenue projections through 2022, we need to raise approximately \$117,000 in addition to the \$33,000 we have already raised through our offering of 504 Notes. We plan to raise \$107,000 of that goal through this offering, and the balance (approximately \$10,000) through a preferred equity financing. To achieve our projections for 2023 and beyond, we will need to raise additional capital—we plan to secure most of this capital through the preferred equity financing. All offering proceeds (and additional funds) will improve both our revenue and cash flow. For example, with the funds raised in this offering, we will devote resources to marketing our product to build our recurring customer base for a consistent revenue stream. Right now, all of our sales are from organic content marketing and no paid advertising. Raising \$27,000, our minimum offering amount in this offering, will allow us to continue operating for the foreseeable future, although slower than we will once we have raised more capital.

Historical cash flows are not indicative of expected cash flows in the future. As an early-stage startup, Dope Coffee has recently begun generating revenue and at this time, revenues are increasing month over month. At this point in the company's life cycle, we expect significant increases in revenue for the next several years. Our expectation for revenue growth and cash flow increase are based on our analysis of similar coffee brands in our competitive market.

**(t) For offerings that, together with all other amounts sold under section 4(a)(6) of the Securities Act within the preceding 12-month period, have, in the aggregate, the following target offering amounts:**

**(1) \$107,000 or less, the amount of total income, taxable income and total tax, or the equivalent line items, as reported on the federal income tax returns filed by the issuer for the most recently completed year (if any), which shall be certified by the principal executive officer of the issuer to reflect accurately the information reported on the issuer's federal income tax returns, and financial statements of the issuer, which shall be certified by the principal executive officer of the issuer to be true and complete in all material respects. If financial statements of the issuer are available that have either been reviewed or audited by a public accountant that is independent of the issuer, the issuer must provide those financial statements instead and need not include the information reported on the federal income tax returns or the certifications of the principal executive officer;**

**(2) More than \$107,000, but not more than \$535,000, financial statements of the issuer reviewed by a public accountant that is independent of the issuer. If financial statements of the issuer are available that have been audited by a public accountant that is independent of the issuer, the issuer must provide those financial statements instead and need not include the reviewed financial statements; and**

**(3) More than \$535,000, financial statements of the issuer audited by a public accountant that is independent of the issuer; provided, however, that for issuers that have not previously sold securities in reliance on section 4(a)(6) of the Securities Act (15 U.S.C. 77d(a)(6)), offerings that have a target offering amount of more than \$535,000, but not more than \$1,070,000, financial statements of the issuer reviewed by a public accountant that is independent of the issuer. If financial statements of the issuer are available that have been audited by a public accountant that is independent of the issuer, the issuer must provide those financial statements instead and need not include the reviewed financial statements.**

The issuer's financial statements have been filed with the SEC with this offering statement as Exhibit E.

**(u) Any matters that would have triggered disqualification under §227.503(a) but occurred before May 16, 2016. The failure to provide such disclosure shall not prevent an issuer from continuing to rely on the exemption provided by section 4(a)(6) of the Securities Act if the issuer establishes that it did not know and, in the exercise of reasonable care, could not have known of the existence of the undisclosed matter or matters.**

None.

**(v) Updates regarding the progress of the issuer in meeting the target offering amount, to be provided in accordance with 17 CFR §227.203.**

As required by 17 CFR §227.203, we will make publicly available on the CMS platform frequent updates regarding our progress in meeting our target offering amount. We will also file a Form C-U to disclose the total amount of securities sold in the offering no later than five business days after the offering deadline, as required by 17 CFR §227.203.

**(w) Where on the issuer's website investors will be able to find the issuer's annual report, and the date by which such a report will be available on the issuer's website.**

We will file any required annual reports with the SEC and post the report on our website no later than 120 days after the end of each fiscal year covered by the report.

Our first annual report will be posted at [www.realdope.coffee/pages/investdope](http://www.realdope.coffee/pages/investdope) by April 30, 2021.

We may terminate our reporting obligations in the future in accordance with Rule 202(b) of Regulation Crowdfunding (§ 227.202(b)) by (1) being required to file reports under Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (2) filing at least one annual report pursuant to Regulation Crowdfunding and having fewer than 300 holders of record, (3) filing annual reports for three years pursuant to Regulation Crowdfunding and having total assets that do not exceed \$10,000,000, (4) the repurchase of all the securities sold in this offering by the company or another party, including any payment in full of debt securities or any complete redemption of redeemable securities or (5) the liquidation or dissolution of the company in accordance with state law.

**(x) Whether the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of 17 CFR §227.202.**

No.

**(y) Any material information necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.**

Please see the **Exhibits** filed with the SEC with this Form C for further information about the offering.

#### **Exhibits List**

Exhibit A: Pitch Deck  
Exhibit B: Executive Summary  
Exhibit C: Crowdfunding Page  
Exhibit D: Form of Crowd Note  
Exhibit E: 2019 Financial Statements  
Exhibit F: 2019 Financial Statements Certification  
Exhibit G: Pitch Video Transcript  
Exhibit H: Use of Proceeds Video Transcript  
Exhibit I: Use of Proceeds Attachment  
Exhibit J: Crowd Note Term Sheet