

# Offering Statement for LiveMasterminds.com LLC ("Bold Conscious Leaders")

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The information contained herein includes forward-looking statements. These statements relate to future events or to future financial performance, and involve known and unknown risks, uncertainties, and other factors, that may cause actual results to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties, and other factors, which are, in some cases, beyond the company's control and which could, and likely will, materially affect actual results, levels of activity, performance, or achievements. Any forward-looking statement reflects the current views with respect to future events and is subject to these and other risks, uncertainties, and assumptions relating to operations, results of operations, growth strategy, and liquidity. No obligation exists to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

# The Company

1. What is the name of the issuer?

LiveMasterminds.com LLC

290 Birch Ln

Irvington, NY 10533

# Eligibility

2. The following are true for LiveMasterminds.com LLC:

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question and Answer format).
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding?

No.

# Directors, Officers and Promoters of the Company

4. The following individuals (or entities) represent the company as a director, officer or promoter of the offering:

***Name***

Triccia Ramos

***Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates***

Work experience (<https://www.linkedin.com/in/tricciaramos>); Partner and Coach, LiveMasterminds.com LLC - 2020 - Present; Certified High-Performance Coach, InJoyNow

LLC - 2019 - Present; Crate and Barrel, District Manager - 1998 - 2019; Short Bio: A Certified High Performance Coach, Triccia Ramos was trained by Brendon Burchard, the world's leading high performance coach, who is also recognized by Oprah as one of the most influential leaders in the field of personal growth. Triccia has supported high-achieving executives and entrepreneurs achieve their career goals, without compromising their health and relationships. Triccia has 20+ years of experience as a high performance coach and regional head of global lifestyle and furniture company, Crate & Barrel, helping individuals thrive at work and in life. Within 90 days of working with Triccia, her clients experience the following in both their professional and personal lives:

**Name**

Raju Panjwani

**Principal occupation and employment responsibilities during at least the last three (3) years with start and ending dates**

Work experience (<https://www.linkedin.com/in/rajupanjwani/>): Senior Managing Director, Young America Capital - 2016 - Present; Partner and Coach, LiveMasterminds.com LLC - 2020 - Present; Director of the Board, Cemtrex Inc. - 2016 - 2021; Partner, Irvington Partners - 2016 - 2020; Short bio: As a John Maxwell Certified Coach and Speaker, and a high performance focused coach, Raju is passionate about helping business owners grow their vision and realize their potential. He has curated and developed several hundreds of hours of training, participated in exclusive masterminds, and coached leaders for over 30 years. Raju's passion for personal development and his ability to influence and coach continues to garner him appreciation for developing strong leaders. Raju has 30+ years' varied experience in financial services and technology. He has been involved in risk management, operations / technology, business strategy, advising large and mid-sized clients at C-levels, and executing M&A transactions. His career has included establishing start-ups, raising capital in complex situations and providing restructuring advice. Raju spent 18 years (1987 to 2005) at Morgan Stanley where he was a Managing Director, after starting his career in public accounting, which included 5 years (1983 to 1987) at PwC-New York. Raju has a degree in Finance and Economics and is a New York State licensed CPA. He has FINRA licenses 7, 63, 79. A seasoned entrepreneur, Raju has had five start-ups after he left Morgan Stanley since 2005.

## Principal Security Holders

5. Provide the name and ownership level of each person, as of the most recent practicable date, 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. To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a co-trustee) they should be included as being "beneficially owned." You should include an explanation of these circumstances in a footnote to the "Number of and Class of Securities Now Held." To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

### Raju Panjwani

|             |                  |
|-------------|------------------|
| Securities: | 60,000,000       |
| Class:      | Membership units |

Voting Power: 50.0%

## **Triccia Ramos**

Securities: 60,000,000

Class: Membership units

Voting Power: 50.0%

## **Business and Anticipated Business Plan**

### 6. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

The company, founded by Raju Panjwani, a seasoned entrepreneur and a former Managing Director at Morgan Stanley, and by Triccia Ramos, an accomplished leader at Crate & Barrel, is a platform that seeks to be the eco-system for leaders and coaches. The company began operations in March 2020 under "DBA" Live Masterminds at the beginning of the COVID-19 pandemic. Raju and Triccia wanted to use their passion for helping business leaders business leaders "redefine success on their terms to allow more space and energy to live impactful lives". The focus is on leaders who are heart-centered and humble, and want to bring their unique voices and expression to the world to expand their influence and impact. The company's mission is to raise the level of unity consciousness in business which is a sacred pursuit in and of itself. Raju and Triccia have mentored hundreds of leaders and corporate executives for more than 60 years between them. Now, they want to create a vehicle to allow more such executives and leaders to be able to tap into a "plug-and-play" eco-system that provides not only a distribution platform for various types of coaching and leadership, but also allows such leaders to tap into a marketplace for several curated resources necessary, from seed to grow to scale. In the rather tumultuous 2020, Raju and Triccia were able to keep their unwavering focus and march on to generate high-ticket coaching revenues. With proven and demonstrated ability to not only empower entrepreneurs and former corporate employees to find courage and believe in themselves (and of course, have faith in Divine Support), they have been able to transform the lives of these leaders. The company now wants to be able to provide access to all of the resources necessary to succeed in this field of coaching/leading to a GLOBAL audience. No other company today is able to provide a plug-and-play environment to ease entry into this exploding industry.

Bold Conscious Leaders currently has 2 employees.

## **Risk Factors**

*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.*

7. Material factors that make an investment in LiveMasterminds.com LLC speculative or risky:

1. Public health epidemics or outbreaks could adversely impact our business. In December 2019, a novel strain of coronavirus (COVID-19) emerged in Wuhan, Hubei Province, China. While initially the outbreak was largely concentrated in China and caused significant disruptions to its economy, it has now spread to several other countries and infections have been reported globally. The extent to which the coronavirus impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information which may emerge concerning the severity of the coronavirus and the actions to contain the coronavirus or treat its impact, among others. In particular, the continued spread of the coronavirus globally could adversely impact our operations, and could have an adverse impact on our business and our financial results.
2. Any valuation at this stage is difficult to assess. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment. In addition, there may be additional classes of equity with rights that are superior to the class of equity being sold.
3. We are highly dependent on the services of our founder. Our future business and results of operations depend in significant part upon the continued contributions of our CEO and founder. If we lose those services or if he fails to perform in his current position, or if we are not able to attract and retain skilled employees in addition to our CEO and the current team, this could adversely affect the development of our business plan and harm our business. In addition, the loss of any other member of the board of directors or executive officers could harm the Company's business, financial condition, cash flow and results of operations.
4. Start-up investing is risky. Investing in early-stage companies is very risky, highly speculative, and should not be made by anyone who cannot afford to lose their entire investment. Unlike an investment in a mature business where there is a track record of revenue and income, the success of a startup or early-stage venture often relies on the development of a new product or service that may or may not find a market. Before investing, you should carefully consider the specific risks and disclosures related to both this offering type and the company.
5. Your shares are not easily transferable. You should not plan on being able to readily transfer and/or resell your security. Currently there is no market or liquidity for these shares and the company does not have any plans to list these shares on an exchange or other secondary market. At some point the company may choose to do so, but until then you should plan to hold your investment for a significant period of time before a "liquidation event" occurs. A "liquidation event" is when the company either lists their shares on an exchange, is acquired, or goes bankrupt.
6. You may only receive limited disclosure. While the company must disclose certain information, since the company is at an early-stage they may only be able to provide limited information about its business plan and operations because it does not have fully developed operations or a long history. The company may also only be obligated to file information periodically regarding its business, including financial statements. A publicly listed company, in contrast, is required to file annual and quarterly reports and promptly disclose certain events — through continuing disclosure that you can use to evaluate the status of your investment.
7. We are subject to the data privacy and protection laws and regulations adopted by federal, state and foreign governmental agencies. Data privacy and protection are highly regulated and may become the subject of additional regulation in the future. Privacy laws restrict our storage, use, processing, disclosure, transfer and protection of

personal information, including credit card data, provided to us by our customers as well as data we collect from our customers and employees. We strive to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection. However, it is possible that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. Should this occur, we may be subject to fines, penalties and lawsuits, and our reputation may suffer. We may also be required to make modifications to our data practices that could have an adverse impact on our business.

8. We operate in an emerging market that is characterized by rapid changes in customer requirements, frequent introductions of new and enhanced products, and continuing and rapid technological advancement. Our technology may underperform the technology utilized by our competitors
9. We must correctly predict, identify, and interpret changes in consumer preferences and demand, offer new features to meet those changes, and respond to competitive innovation. Consumer preferences in user experience of new applications change continually. Our success depends on our ability to predict, identify, and interpret the habits of our customers and to offer features that appeal to consumer preferences. If we fail to expand our services, upgrades and features offerings successfully or if we do not rapidly develop products in faster growing and more profitable categories, demand for our app could decrease, which could materially and adversely affect our anticipated product sales, financial condition, and results of operations.
10. Maintaining, extending and expanding our reputation and brand image are essential to our business success. In order for the Company to compete and grow, we must extend and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. In addition, our success in extending and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We expect to increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our product sales, financial condition and results of operations could be adversely affected. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations.
11. *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.*

You should not rely on the fact that our Form C, and if applicable Form D is accessible through the U.S. Securities and Exchange Commission's EDGAR filing system as an approval, endorsement or guarantee of compliance as it relates to this Offering.

12. *Neither the Offering nor the Securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to the Company.*

The securities being offered have not been registered under the Securities Act of 1933 (the "Securities Act"), in reliance on exemptive provisions of the Securities Act. Similar reliance has been placed on apparently available exemptions from securities registration or qualification requirements under applicable state securities laws. No assurance can be given that any offering currently qualifies or will continue to qualify under one or more of such exemptive provisions due to, among other things, the adequacy of disclosure and the manner of distribution, the existence of similar offerings in the past or in the future, or a change of any securities law or regulation that has retroactive effect. If, and to the extent that, claims or suits for rescission are brought

and successfully concluded for failure to register any offering or other offerings or for acts or omissions constituting offenses under the Securities Act, the Securities Exchange Act of 1934, or applicable state securities laws, the Company could be materially adversely affected, jeopardizing the Company's ability to operate successfully. Furthermore, the human and capital resources of the Company could be adversely affected by the need to defend actions under these laws, even if the Company is ultimately successful in its defense.

13. *The Company has the right to extend the Offering Deadline, conduct multiple closings, or end the Offering early.*

The Company may extend the Offering Deadline beyond what is currently stated herein. This means that your investment may continue to be held in escrow while the Company attempts to raise the Minimum Amount even after the Offering Deadline stated herein is reached. While you have the right to cancel your investment up to 48 hours before an Offering Deadline, if you choose to not cancel your investment, your investment will not be accruing interest during this time and will simply be held until such time as the new Offering Deadline is reached without the Company receiving the Minimum Amount, at which time it will be returned to you without interest or deduction, or the Company receives the Minimum Amount, at which time it will be released to the Company to be used as set forth herein. Upon or shortly after release of such funds to the Company, the Securities will be issued and distributed to you. If the Company reaches the target offering amount prior to the Offering Deadline, they may conduct the first of multiple closings of the Offering prior to the Offering Deadline, provided that the Company gives notice to the investors of the closing at least five business days prior to the closing (absent a material change that would require an extension of the Offering and reconfirmation of the investment commitment). Thereafter, the Company may conduct additional closings until the Offering Deadline. The Company may also end the Offering early; if the Offering reaches its target offering amount after 21-calendar days but before the deadline, the Company can end the Offering with 5 business days' notice. This means your failure to participate in the Offering in a timely manner, may prevent you from being able to participate - it also means the Company may limit the amount of capital it can raise during the Offering by ending it early.

14. *The Company's management may have broad discretion in how the Company uses the net proceeds of the Offering.*

Despite that the Company has agreed to a specific use of the proceeds from the Offering, the Company's management will have considerable discretion over the allocation of proceeds from the Offering. You may not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately.

15. *The Securities issued by the Company will not be freely tradable until one year from the initial purchase date. Although the Securities may be tradable under federal securities law, state securities regulations may apply, and each Investor should consult with his or her attorney.*

You should be aware of the long-term nature of this investment. There is not now and likely will not be a public market for the Securities. Because the Securities offered in this Offering have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, the Securities have transfer restrictions and cannot be resold in the United States except pursuant to Rule 501 of Regulation CF. It is not currently contemplated that registration under the Securities Act or other securities laws will be affected. Limitations on the transfer of the shares of Securities may also adversely affect the price that you might be able to obtain for the shares of Securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Investors in this Offering will be required to represent that they are purchasing the Securities for their own account, for investment purposes and not with a view to resale or distribution thereof.

16. *Investors will not be entitled to any inspection or information rights other than those required by Regulation CF.*

Investors will not have the right to inspect the books and records of the Company or to receive financial or other information from the Company, other than as required by Regulation CF. Other security holders of the Company may have such rights. Regulation CF requires only the provision of an annual report on Form C and no additional information - there are numerous methods by which the Company can terminate annual report obligations, resulting in no information rights, contractual, statutory or otherwise, owed to Investors. This lack of information could put Investors at a disadvantage in general and with respect to other security holders.

17. *The shares of Securities acquired upon the Offering may be significantly diluted as a consequence of subsequent financings.*

Company equity securities will be subject to dilution. Company intends to issue additional equity to future employees and third-party financing sources in amounts that are uncertain at this time, and as a consequence, holders of Securities will be subject to dilution in an unpredictable amount. Such dilution may reduce the purchaser's economic interests in the Company.

18. The amount of additional financing needed by Company will depend upon several contingencies not foreseen at the time of this Offering. Each such round of financing (whether from the Company or other investors) is typically intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds are not sufficient, Company may have to raise additional capital at a price unfavorable to the existing investors. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no assurance that the Company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain such financing on favorable terms could dilute or otherwise severely impair the value of the investor's Company securities.

19. *There is no present public market for these Securities and we have arbitrarily set the price.*

The offering price was not established in a competitive market. We have arbitrarily set the price of the Securities with reference to the general status of the securities market and other relevant factors. The Offering price for the Securities should not be considered an indication of the actual value of the Securities and is not based on our net worth or prior earnings. We cannot assure you that the Securities could be resold by you at the Offering price or at any other price.

20. In addition to the risks listed above, businesses are often subject to risks not foreseen or fully appreciated by the management. It is not possible to foresee all risks that may affect us. Moreover, the Company cannot predict whether the Company will successfully effectuate the Company's current business plan. Each prospective Investor is encouraged to carefully analyze the risks and merits of an investment in the Securities and should take into consideration when making such analysis, among other, the Risk Factors discussed above.

21. THE SECURITIES OFFERED INVOLVE A HIGH DEGREE OF RISK AND MAY RESULT IN THE LOSS OF YOUR ENTIRE INVESTMENT. ANY PERSON CONSIDERING THE PURCHASE OF THESE SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET FORTH IN THIS OFFERING STATEMENT AND SHOULD CONSULT WITH HIS OR HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN THE SECURITIES. THE SECURITIES SHOULD ONLY BE PURCHASED BY PERSONS WHO CAN AFFORD TO LOSE ALL OF THEIR INVESTMENT.

# The Offering

LiveMasterminds.com LLC (“Company”) is offering securities under Regulation CF, through Netcapital Funding Portal Inc. (“Portal”). Portal is a FINRA/SEC registered funding portal and will receive cash compensation equal to 4.9% of the value of the securities sold through Regulation CF. Investments made under Regulation CF involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest.

The Company plans to raise between \$10,000 and \$1,070,000 through an offering under Regulation CF. Specifically, if we reach the target offering amount of \$10,000, we may conduct the first of multiple or rolling closings of 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). Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

In the event The Company fails to reach the offering target of \$10,000, any investments made under the offering will be cancelled and the investment funds will be returned to the investor.

## 8. What is the purpose of this offering?

The funds are planned to be used to generate increased cash flow through sales and business development. The effort is global, using technology and social media marketing. In addition, we need to tie up partnerships with other coaching platforms to strike distribution deals and be able to expand the reach for coaches everywhere to launch their programs and courses readily. All of this is only effective and optimal when the users have an easy-to-use interface to be able to create their impact and influence. This is one major factor missing in the gap that exists today between a plethora of certified coaches who do not know how to find the right clients.

## 9. How does the issuer intend to use the proceeds of this offering?

| Uses                         | If Target Offering Amount Sold | If Maximum Amount Sold |
|------------------------------|--------------------------------|------------------------|
| Intermediary Fees            | \$490                          | \$52,430               |
| Technology platform          | \$9,510                        | \$100,000              |
| Brand, Marketing & Sales     | \$0                            | \$100,000              |
| Leadership expansion         | \$0                            | \$385,000              |
| Studio, technology           | \$0                            | \$385,000              |
| Partnerships                 | \$0                            | \$47,570               |
| <b>Total Use of Proceeds</b> | <b>\$10,000</b>                | <b>\$1,070,000</b>     |

## 10. How will the issuer complete the transaction and deliver securities to the investors?

In entering into an agreement on the Netcapital Funding Portal to purchase securities, both investors and LiveMasterminds.com LLC must agree that a transfer agent, which keeps records of our outstanding Membership units (the "Securities"), will issue digital Securities

in the investor's name (a paper certificate will not be printed). Similar to other online investment accounts, the transfer agent will give investors access to a web site to see the number of Securities that they own in our company. These Securities will be issued to investors after the deadline date for investing has passed, as long as the targeted offering amount has been reached. The transfer agent will record the issuance when we have received the purchase proceeds from the escrow agent who is holding your investment commitment.

11. How can an investor cancel an investment commitment?

You may cancel an investment commitment for any reason until 48 hours prior to the deadline identified in the offering by logging in to your account with Netcapital, browsing to the Investments screen, and clicking to cancel your investment commitment. Netcapital will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides 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 the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment. 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.

12. Can the Company perform multiple closings or rolling closings for the offering?

If we reach the target offering amount prior to the offering deadline, we may conduct the first of multiple closings of the offering early, if we provide notice about the new offering deadline at least five business days prior (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Thereafter, we may conduct additional closings until the offering deadline. We will issue Securities in connection with each closing. Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

## **Ownership and Capital Structure**

### **The Offering**

13. Describe the terms of the securities being offered.

We are issuing Securities at an offering price of \$0.10 per share.

14. Do the securities offered have voting rights?

The Securities are being issued with voting rights. However, so that the crowdfunding community has the opportunity to act together and cast a vote as a group when a voting matter arises, a custodian will cast your vote for you. Please refer to the custodian agreement that you sign before your purchase is complete.

15. Are there any limitations on any voting or other rights identified above?

You are giving your voting rights to the custodian, who will vote the Securities on behalf of all investors who purchased Securities on the Netcapital crowdfunding portal.

16. How may the terms of the securities being offered be modified?

We may choose to modify the terms of the securities before the offering is completed.

However, if the terms are modified, and we deem it to be a material change, we need to contact you and you will be given the opportunity to reconfirm your investment. Your reconfirmation must be completed within five business days of receipt of the notice of a material change, and if you do not reconfirm, your investment will be canceled and your money will be returned to you.

## Restrictions on Transfer of the Securities Offered

The securities being offered may not be transferred by any purchaser of such securities during the one-year period beginning when the securities were issued, unless such securities are transferred:

- to the issuer;
- to an accredited investor;
- as part of an offering registered with the U.S. Securities and Exchange Commission; or
- to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

The term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.

The term “member of the family of the purchaser 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 includes adoptive relationships. The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.

## Description of Issuer’s Securities

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

### Securities

| <b>Class of Security</b> | <b>Amount Authorized</b> | <b>Amount Outstanding</b> | <b>Voting Rights</b> | <b>Other Rights</b> |
|--------------------------|--------------------------|---------------------------|----------------------|---------------------|
| Membership units         | 130,700,000              | 120,000,000               | Yes                  |                     |

### Options, Warrants and Other Rights

None.

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of securities?

None of the Company's existing debt is convertible into equity, and there are no warrants, options or other convertible instruments outstanding

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?

No.

20. How could the exercise of rights held by the principal owners identified in Question 5 above affect the purchasers of Securities being offered?

The Company's Operating Agreement can be amended by the holders of the Member Units. As minority owners, you are subject to the decisions made by the majority owners. The issued and outstanding membership interest units give management voting control of the company. As a minority owner, you may be outvoted on issues that impact your investment, such as the issuance of new units, or the sale of debt, convertible debt or assets of the company.

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

At issuer's discretion.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

As the holder of a majority of the voting rights in the company, our Members may make decisions with which you disagree, or that negatively affect the value of your investment in the company, and you will have no recourse to change those decisions. Your interests may conflict with the interests of other investors, and there is no guarantee that the company will develop in a way that is advantageous to you. For example, the majority members may decide to issue additional membership interest units to new investors, sell convertible debt instruments with beneficial conversion features, or make decisions that affect the tax treatment of the company in ways that may be unfavorable to you. Based on the risks described above, you may lose all or part of your investment in the securities that you purchase, and you may never see positive returns.

23. What are the risks to purchasers 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?

The issuance of additional shares of our common units will dilute your ownership. As a result, if we achieve profitable operations in the future, our net income per share will be reduced because of dilution, and the market price of our common units, if there is a market price, could decline as a result of the additional issuances of securities. If we repurchase securities, so that the above risk is mitigated, and there are fewer shares of common units outstanding, we may not have enough cash available for marketing expenses, growth, or operating expenses to reach our goals. If we do not have enough cash to operate and grow, we anticipate the market price of our units would decline. A sale of our company or of the assets of our company may result in an entire loss of your investment. We cannot predict the market value of our company or our assets, and the proceeds of a sale may not be cash, but instead, unmarketable securities, or an assumption of liabilities. In addition to the payment of wages and expense reimbursements, we may need to engage in transactions with officers, directors, or affiliates. By acquiring an interest in the Company, you will be deemed to have acknowledged the existence of any such actual or potential related party transactions and waived any claim with respect to any liability arising from a perceived or actual conflict of interest. In some instances, we may deem it necessary to seek a loan from related parties. Such financing may not be available when needed. Even if such financing is available, it may be on terms that are materially averse to your interests with

respect to dilution of book value, dividend preferences, liquidation preferences, or other terms. No assurance can be given that such funds will be available or, if available, will be on commercially reasonable terms satisfactory to us. If we are unable to obtain financing on reasonable terms, we could be forced to discontinue our operations. We anticipate that any transactions with related parties will be vetted and approved by executives(s) unaffiliated with the related parties.

24. Describe the material terms of any indebtedness of the issuer:

Not applicable.

25. What other exempt offerings has LiveMasterminds.com LLC conducted within the past three years?

None.

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where 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, including the amount the issuer seeks to raise in the current offering, 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, 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 immediate family member of any of the foregoing persons.

No.

## **Financial Condition of the Issuer**

27. Does the issuer have an operating history?

Yes.

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

For the period from September 3, 2020 (inception) to December 31, 2020, LiveMasterminds.com has generated \$110,973 in sales from coaching fees and subscription/membership fees. Operating expenses for the period from September 3, 2020 (inception) to December 31, 2020, amounted to \$68,999, resulting in net income of \$41,974. The largest operating expenses were travel of \$23,694 and advertising of \$11,603. The Company has made advances to its founders, to be adjusted against future salary compensation and/or any profit distribution. The current cash balance is circa \$10,000. The current capital raise is necessary to participate in the burgeoning learning and development and coaching industry which has been further given a fillip by the COVID-19 pandemic. The timing of this raise is also important since we believe new and experienced entrants into this market could greatly benefit from this plug-and-play platform and take their business to the next level. In March 2021, the company issued 120,000,000 membership units to its founders, 50% of units were issued to each founder. The company plans to issue 10,700,000 units for this raise. Given our progress, we believe \$0.1 per share is now appropriate.

# Financial Information

29. Include the financial information specified by regulation, covering the two most recently completed fiscal years or the period(s) since inception if shorter.

See attachments:

CPA Review Report: reviewletter.pdf

30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

1. Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or misdemeanor:
  1. in connection with the purchase or sale of any security?
  2. involving the making of any false filing with the Commission?
  3. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?
2. Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:
  1. in connection with the purchase or sale of any security?;
  2. involving the making of any false filing with the Commission?
  3. arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities?
3. Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:
  1. at the time of the filing of this offering statement bars the person from:
    1. association with an entity regulated by such commission, authority, agency or officer?
    2. engaging in the business of securities, insurance or banking?
    3. engaging in savings association or credit union activities?
  2. constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement?
4. Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:
  1. suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal?
  2. places limitations on the activities, functions or operations of such person?
  3. bars such person from being associated with any entity or from participating in the

offering of any penny stock?

If Yes to any of the above, explain:

5. Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:
  1. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder?
  2. Section 5 of the Securities Act?
6. Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?
7. Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?
8. Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

LiveMasterminds.com LLC answers 'NO' to all of the above questions.

## Other Material Information

31. In addition to the information expressly required to be included in this Form, include: any other material information presented to investors; and such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

Video Transcript: Introduction: The year 2020 changed life as we knew it! It exposed and accelerated the inevitable: the mass adoption of online products and services globally, especially in the coaching industry. Rather than being confined to a specific city or state to connect with a coach that is an expert in their field, you now have access to any coach across the globe! Online coaching, remote work, and virtual learning have now shown us that it's possible to operate a business and learn new skillsets, all from the comfort of your own home. With coaching being the second fastest growing industry, more people are taking the products and services and sharing it on the "largest marketplace," the internet! So what's the biggest problem that new coaches face who step into the industry or get certified to be a coach? Raju: The problem in the coaching business is that it is so difficult for coaches who are certified, spend money and resources to get themselves going and get into the marketplace, are not able to sustain it. They can't make any money off that certification because they just don't know where to start! Moreover, they don't take it as a business. This talent remains untapped and people who are looking for those coaches can't

find them! And the third problem is that the coaching industry is so fragmented, as a result, you know, it can't seem to grow in a way that it is organized. Triccia: So our solution is to create a platform that allows coaches to readily launch their businesses. So they would then immediately have resources and access to the tools that they need to set up a business, to launch their programs, to identify who their ideal clients are. And once they've launched, also be able to then grow and scale their businesses. Long-Term. Raju: My name is Raju Panjwani and I'm here with Triccia Ramos. Both of us have over 60 plus years of experience in corporate America in different leadership roles. So we understand what it means to be a leader, and then then having to leave our companies and jobs, to go become entrepreneurs! And so we came together and decided that coaching was an expression of who we are -- uniquely. And when we stepped into the coaching arena over a year, year and a half ago, we realized that we don't have all the tools that we would need. And we had to go search and really waste time to really begin this as a business. And the whole industry is so fragmented, as I said earlier, that it was important to find this kind of solution that we should talk about. So you know, we've been there. And so we understand the pain of what it means to be heart-centered, wanting to help others because we've helped transform our own lives. We want to help others, and when you don't have tools out there, it's very hard! Triccia: So now more than ever, we need great coaches to be out there and making themselves available to clients who are seeking their help! If there's anything that 2020 has shown us, it is that uncertainty is here to stay, and great coaches are able to help facilitate transformation with their clients' lives that allows them to be able to embrace that uncertainty and tap into their next level of growth. And so you will see much more demand in people looking for coaches. And because coaching currently is an industry that isn't regulated, there's a lot of skepticism out there as to who you should work with and ...are they qualified? Are they not? And you know, really people don't even know where to begin to find the right kind of help that might serve their needs. Raju: So, you know, what people often ask is: what does the future of this business look like? Well, the future is already here! There is so much going on with technology, with the ability to access markets globally, not just in your local markets or attending those networking events, to be able to find clients to coach, coaches are going to have to be global. And so, you know, the technology that we have, allows us, to enable us to, to expand, you know -- we're going to keep expanding based on our technology roadmap. So right now, it's about integrating the front end so that people can use the platform easily, it is "stitched" in the backend with appropriate education technology software that allows people to do all the things they need to do. .. As a coach, in addition to services like accounting, legal and insurance, if you need to get started in your business to make it viable and functional so that coaches can focus on what they need to focus on. But there's also in our technology roadmap, something like distributed technology -- the ability to have tokenization because as we go global, there is going to be a lot more of this connectivity.... Such that, you know... we want people to feel abundant, so that when they're expressing something about themselves as unique and be able to light other' hearts ...these people who need their services, they should be compensated adequately for it. So, our platform really provides that for the future. Triccia: So why should you invest in LiveMasterminds? Well, PWC recently just put out a statement that the coaching industry is the second fastest growing industry. So now is the time to really take a look at the opportunities that abound within this industry. We've had a lot of shifts in the corporate structure in the past year where you have a lot of people transitioning out of their roles, taking years of experience, repackaging those and turning it into what looks like coaching. We both know that is something -- that when someone hits a certain point in their career, this idea of coaching others, mentoring them becomes really something that is not just attractive, but it helps somebody really continue to fulfill the passion that they have to give to others to teach and to help somebody else. And so, it's no wonder that this is, you know, a growing industry. Raju: The other question I'm often asked by investors is, you know, where is this money going to be invested? Well, we've already invested a lot of our own money, but we want this new round of funding to go into the technology because that's an important component is to keep for us to keep sustaining it and evolving it. About a third of our proceeds will also go to strengthen our management team: because as we grow, we need more and more people who are experts at certain things. And we also need funding to collaborate with our partners and get the resources we

need on to the platform so that, you know, the partnerships and collaborations that are existing in existence, today will be global. So we need that platform to become more credible. And we have all these relationships that we want to tap into and bring them into our platform, you know. Everything requires funding. Triccia: And the last thing that we want to leave you with today is the truth that great coaches have coaches. And what do we mean by that? What we know to be true is that the more accomplished or successful a coach becomes, the more they will continue to hire coaches to help them skill up or level up in every other area of their lives. There's no other industry I could think of where that is widely practiced, widely accepted. So whether you yourself have worked with a coach or someone, you know, has worked with a coach, chances are, that in the next 12 to 18 months, you're gonna be able to work with someone or have the desire to work with someone, to perhaps show you a new way, show you a new path and expand your perspective in the way you hadn't thought of before. So there's no question, the industry's growing. The demand is here to have a platform such as the one that we've created. Raju: This is going to be an industry that touches everyone. And so, you know, as an, as an investor in it, you will see the value of it. And it's, it's just, it's all around us. We just haven't seen it yet, but it's coming. So thank you for listening. We hope you join us.

The following documents are being submitted as part of this offering:

Governance:

Certificate of Formation: certificateofformation.pdf  
Operating Agreement: operatingagreement.pdf

Opportunity:

Offering Page JPG: offeringpage.jpg  
Pitch Deck: pitchdeck.pdf

Financials:

Additional Information: otherfinancial.pdf

## Ongoing Reporting

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its web site, no later than 120 days after the end of each fiscal year covered by the report:

Once posted, the annual report may be found on the issuer's web site at: <https://www.livemasterminds.com>

The issuer must continue to comply with the ongoing reporting requirements until:

- the issuer is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- the issuer has filed at least one annual report pursuant to Regulation Crowdfunding and has fewer than 300 holders of record and has total assets that do not exceed \$10,000,000;
- the issuer has filed at least three annual reports pursuant to Regulation Crowdfunding;
- the issuer or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- the issuer liquidates or dissolves its business in accordance with state law.

