

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

FORM 1-A

**REGULATION A OFFERING STATEMENT
UNDER THE SECURITIES ACT OF 1933**

No changes to the information required by Part I have occurred since the last filing of this offering statement.

ITEM 1. Issuer Information

Exact name of issuer as specified in the issuer's charter: Hologram USA Networks Inc.

Jurisdiction of incorporation/organization: Delaware

Year of incorporation: 2017

CIK:

Primary Standard Industrial Classification Code: 7832

I.R.S. Employer Identification Number: 45-3343730

Total number of full-time employees:

Total number of part-time employees:

Contact Information

Address of Principal Executive Offices: 342 N. Canon Drive, Beverly Hills, California 90210

Telephone: (877) 733-1830

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement:

Name: Alkiviades (Alki) David

Address: 342 N. Canon Drive, Beverly Hills, California 90210

Telephone: (877) 733-1830

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active:

Spencer G. Feldman, Esq.

Olshan Frome Wolosky LLP

1325 Avenue of the Americas, 15th Floor

New York, New York 10019

Telephone: (212) 451-2300

Financial Statements

Industry Group (select one): Banking Insurance Other

Use the financial statements for the most recent fiscal period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine “Total Revenues” for all companies selecting “Other” for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting “Insurance,” refer to Article 7-04 of Regulation S-X for calculation of “Total Revenues” and paragraphs 5 and 7(a) for “Costs and Expenses Applicable to Revenues.”

Balance Sheet Information

- Cash and Cash Equivalents:
- Investment Securities:
- Accounts and Notes Receivable:
- Property, Plant and Equipment (PP&E):
- Total Assets:
- Accounts Payable and Accrued Liabilities:
- Long Term Debt:
- Total Liabilities:
- Total Stockholders’ Equity:
- Total Liabilities and Equity:

Income Statement Information

- Total Revenues:
- Costs and Expenses Applicable to Revenues:
- Depreciation and Amortization:
- Net Income:
- Earnings Per Share – Basic:
- Earnings Per Share – Diluted:

Name of Auditor (if any): RBSM LLP

Outstanding Securities

	Name of Class (if any)	Units Outstanding	CUSIP (if any)	Name of Trading Center or Quotation Medium (if any)
Common Equity	Common Stock		-	-
Debt Securities	Convertible Note			

ITEM 2. Issuer Eligibility

Check this box to certify that all of the following statements are true for the issuer(s):

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101(c) of Regulation AB.
- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

ITEM 3. Application of Rule 262

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification

Check this box if “bad actor” disclosure under Rule 262(d) is provided in Part II of the offering statement.

ITEM 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering:

Tier 1

Tier 2

Check the appropriate box to indicate whether the annual financial statements have been audited:

Unaudited

Audited

Types of Securities Offered in this Offering Statement (select all that apply):

Equity (common or preferred stock)

Debt

Option, warrant or other right to acquire another security

Security to be acquired upon exercise of option, warrant or other right to acquire security

Tenant-in-common securities
 Other (describe)

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?

Yes No

Does the issuer intend this offering to last more than one year?

Yes No

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?

Yes No

Will the issuer be conducting a best efforts offering?

Yes No

Has the issuer used solicitation of interest communications in connection with the proposed offering?

Yes No

Does the proposed offering involve the resale of securities by affiliates of the issuer?

Yes No

Number of securities offered: 1,250,000

Number of securities of that class already outstanding:

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.

Price per security: \$8.00

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer:
\$10,000,000.00

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders:
\$0.00

The portion of aggregate offering attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement:
\$0.00

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement:
\$0.00

Total: \$10,000,000.00 (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs).

Anticipated fees in connection with this offering and names of service providers:

	<u>Name of Service Provider</u>	<u>Fees</u>
Underwriters:	NMS Capital Advisors, LLC	\$
Sales Commissions:		\$
Finder's Fees:		\$
Audit:	RBSM LLP	\$
Legal:	Olshan Frome Wolosky LLP	\$
Promoters:		\$
Blue Sky Compliance:		\$

CRD Number of any broker or dealer listed: 140356

Estimated net proceeds to the issuer: \$

Clarification of responses (if necessary): Assumes sale of \$10,000,000 of shares.

ITEM 5. Jurisdictions in Which Securities are to be Offered

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

	Jurisdiction	Code		Jurisdiction	Code		Jurisdiction	Code
X	Alabama	AL	X	Montana	MT	X	District of Columbia	DC
X	Alaska	AK	X	Nebraska	NE	X	Puerto Rico	PR
X	Arizona	AZ	X	Nevada	NV			
X	Arkansas	AR	X	New Hampshire	NH		Alberta	A0
X	California	CA	X	New Jersey	NJ		British Columbia	A1
X	Colorado	CO	X	New Mexico	NM		Manitoba	A2
X	Connecticut	CT	X	New York	NY		New Brunswick	A3
X	Delaware	DE	X	North Carolina	NC		Newfoundland	A4
X	Florida	FL	X	North Dakota	ND		Nova Scotia	A5
X	Georgia	GA	X	Ohio	OH		Ontario	A6
X	Hawaii	HI	X	Oklahoma	OK		Prince Edward Island	A7
X	Idaho	ID	X	Oregon	OR		Quebec	A8
X	Illinois	IL	X	Pennsylvania	PA		Saskatchewan	A9
X	Indiana	IN	X	Rhode Island	RI		Yukon	B0
X	Iowa	IA	X	South Carolina	SC		Canada (Federal Level)	Z4
X	Kansas	KS	X	South Dakota	SD			
X	Kentucky	KY	X	Tennessee	TN			
X	Louisiana	LA	X	Texas	TX			
X	Maine	ME	X	Utah	UT			
X	Maryland	MD	X	Vermont	VT			
X	Massachusetts	MA	X	Virginia	VA			
X	Michigan	MI	X	Washington	WA			

X	Minnesota	MN	X	West Virginia	WV
X	Mississippi	MS	X	Wisconsin	WI
X	Missouri	MO	X	Wyoming	WY

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box:

None

Same as the jurisdictions in which the issuer intends to offer the securities.

Jurisdiction	Code	Jurisdiction	Code	Jurisdiction	Code
X Alabama	AL	X Montana	MT	X District of Columbia	DC
X Alaska	AK	X Nebraska	NE	X Puerto Rico	PR
X Arizona	AZ	X Nevada	NV		
X Arkansas	AR	X New Hampshire	NH	Alberta	A0
X California	CA	X New Jersey	NJ	British Columbia	A1
X Colorado	CO	X New Mexico	NM	Manitoba	A2
X Connecticut	CT	X New York	NY	New Brunswick	A3
X Delaware	DE	X North Carolina	NC	Newfoundland	A4
X Florida	FL	X North Dakota	ND	Nova Scotia	A5
X Georgia	GA	X Ohio	OH	Ontario	A6
X Hawaii	HI	X Oklahoma	OK	Prince Edward Island	A7
X Idaho	ID	X Oregon	OR	Quebec	A8
X Illinois	IL	X Pennsylvania	PA	Saskatchewan	A9
X Indiana	IN	X Rhode Island	RI	Yukon	B0
X Iowa	IA	X South Carolina	SC	Canada (Federal Level)	Z4
X Kansas	KS	X South Dakota	SD		
X Kentucky	KY	X Tennessee	TN		
X Louisiana	LA	X Texas	TX		
X Maine	ME	X Utah	UT		
X Maryland	MD	X Vermont	VT		
X Massachusetts	MA	X Virginia	VA		
X Michigan	MI	X Washington	WA		
X Minnesota	MN	X West Virginia	WV		
X Mississippi	MS	X Wisconsin	WI		
X Missouri	MO	X Wyoming	WY		

ITEM 6. Unregistered Securities Issued or Sold Within One Year

None

As to any unregistered securities issued by the issuer or any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer.

Hologram USA Networks Inc.

(b)(1) Title of securities issued

Convertible Promissory Note

(2) Total amount of such securities issued

\$3,000,000

(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer

0

(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.

\$3,000,000 in cash proceeds

(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)). \$0

(d) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption:

Rule 506(b) of Regulation D under the Securities Act

An offering statement pursuant to Regulation A relating to these securities has been filed with the United States Securities and Exchange Commission. Information contained in this Preliminary Offering Circular is subject to completion or amendment. These securities may not be sold nor may offers to buy be accepted before the offering statement filed with the United States Securities and Exchange Commission is qualified. This Preliminary Offering Circular shall not constitute an offer to sell or the solicitation of an offer to buy nor may there be any sales of these securities in any state in which such offer, solicitation or sale would be unlawful before registration or qualification under the laws of any such state. We may elect to satisfy our obligation to deliver a Final Offering Circular by sending you a notice within two business days after the completion of our sale to you that contains the URL where the Final Offering Circular or the offering statement in which such Final Offering Circular was filed may be obtained.

PART II — INFORMATION REQUIRED IN OFFERING CIRCULAR

Preliminary Offering Circular (Subject to Completion)

Dated November __, 2017

Hologram USA Networks Inc.

1,250,000 Shares of Common Stock

This is the initial public offering of securities of Hologram USA Networks Inc., a Delaware corporation. We are offering 1,250,000 shares of our common stock, par value \$0.001 per share, at an offering price of \$8.00 per share for an offering amount of \$10,000,000 (the “Offering”). The Offering will terminate at the earlier of: (1) the date at which \$10,000,000 of shares has been sold, (2) the date which is one year after this Offering being qualified by the U.S. Securities and Exchange Commission (the “SEC”), or (3) the date on which this Offering is earlier terminated by us in our sole discretion (the “Termination Date”). This Offering is being conducted on a “best efforts” basis without any minimum offering amount pursuant to Regulation A of Section 3(6) of the Securities Act of 1933, as amended (the “Securities Act”), for Tier 2 offerings. We may undertake one or more closings on a rolling basis; however, we intend to complete one closing. Until we complete a closing, the proceeds for the Offering will be kept in an escrow account, ~~[except with respect to those investors using a _____ online brokerage account].~~ At a closing, the proceeds will be distributed to us and the associated shares will be issued to the investors in such shares. If there are no closings or if funds remain in the escrow account upon termination of this Offering without any corresponding closing, the investments for this Offering will be promptly returned to investors, without deduction and generally without interest. [_____ City National Bank] will serve as the escrow agent. There is no minimum purchase requirement for an investor.

[_____, an existing stockholder of our company, has indicated to us that it/he will be purchasing at least \$_____ of common stock in this Offering.]

NMS Capital Advisors, LLC has agreed to act as our lead underwriter (the “Underwriter”) to offer the shares to prospective investors on a “best efforts” basis. The Underwriter may engage one or more selling group members. The Underwriter is not purchasing the shares, and is not required to sell any specific number or dollar amount of the shares in this Offering.

[We have also entered into an agreement with _____, as a selling group member, pursuant to which _____ has agreed to assist in the planning, public relations and promotion of this Offering, utilizing the _____ website, ~~which is provided by the Underwriter,~~ as an offering platform.]

We expect to commence the offer and sale of the shares as of the date on which the offering statement of which this Offering Circular is a part (the “Offering Statement”) is qualified by the SEC. Prior to this Offering, there has been no public market for our common stock. We intend to apply to list our common stock on the Nasdaq Capital Market (“Nasdaq”) under the trading symbol HOLO. We expect our common stock to begin trading on Nasdaq upon the initial closing of the Offering.

We are an “emerging growth company,” as defined in the Jumpstart Our Business Startups Act, or the JOBS Act, and, as such, may elect to comply with certain reduced reporting requirements for this Offering Circular and future filings after this Offering.

Investing in our common stock involves a high degree of risk. See “Risk Factors” beginning on page ___ for a discussion of certain risks that you should consider in connection with an investment in our common stock.

	Price to Public	Underwriting Commissions (1)	Proceeds to Issuer
Per Share	\$ 8.00	\$	\$
Maximum Offering Amount	\$ 10,000,000(3)	\$	\$

- (1) We have agreed to reimburse certain expenses to the Underwriter. Please refer to the section entitled “Underwriting” in this Offering Circular for additional information regarding total Underwriting compensation.
- (2) We estimate that our total expenses for the Offering will be approximately \$_____, along with underwriting commissions of \$_____, assuming the maximum offering amount is sold.
- (3) We and the Underwriter intend to sell shares for aggregate gross proceeds equal to \$10,000,000.

THE SEC DOES NOT PASS UPON THE MERITS OF OR GIVE ITS APPROVAL TO ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR OTHER SOLICITATION MATERIALS. THESE SECURITIES ARE OFFERED PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE SEC; HOWEVER, THE SEC HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THE SECURITIES OFFERED ARE EXEMPT FROM REGISTRATION.

The date of this Offering Circular is _____, 2017.

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We are offering to sell, and seeking offers to buy, the shares only in jurisdictions where such offers and sales are permitted. You should rely only on the information contained in this Offering Circular. We have not authorized anyone to provide you with any information other than the information contained in this Offering Circular. The information contained in this Offering Circular is accurate only as of its date, regardless of the time of its delivery or of any sale or delivery of our securities. Neither the delivery of this Offering Circular nor any sale or delivery of our securities shall, under any circumstances, imply that there has been no change in our affairs since the date of this Offering Circular. This Offering Circular will be updated and made available for delivery to the extent required by the federal securities laws.

Unless otherwise indicated, data contained in this Offering Circular concerning the ~~nutritional supplement~~holographic entertainment market and the other markets relevant to our operations are based on information from various public sources. Although we believe that these data are generally reliable, such information is inherently imprecise, and our estimates and expectations based on these data involve a number of assumptions and limitations. As a result, you are cautioned not to give undue weight to such data, estimates or expectations.

In this Offering Circular, unless otherwise noted or unless the context otherwise requires, references to “we,” “us,” “our,” the “Company” and “Hologram” refer to the activities of and the assets and liabilities of the business and operations of Hologram USA Networks Inc., together with its wholly-owned subsidiaries.

OFFERING CIRCULAR SUMMARY

This summary highlights selected information contained elsewhere in this Offering Circular. This summary is not complete and does not contain all the information that you should consider before deciding whether to invest in our common stock. You should carefully read the entire Offering Circular, including the risks associated with an investment in our company discussed in the “Risk Factors” section of this Offering Circular, before making an investment decision. Some of the statements in this Offering Circular are forward-looking statements. See the section entitled “Cautionary Statement Regarding Forward-Looking Statements.”

Our Company

Hologram USA Networks Inc. is an experienced holographic next-generation production company that integrates hologram, virtual reality, 360-degree video and streaming video to provide distinctive and original entertainment experiences to a diverse, young and socially-conscious global audience. We own our unique patent-protected hologram projection technology and hold exclusive rights to commercially exploit holographic images and performances of an array of famous entertainers. We produce live, life-size hologram shows, display hologram programs in our hologram theaters, and license our technology and content to theaters and venues across North America. ~~On~~In September ~~28,~~2017, we ~~opened our~~collaborated in the opening of a flagship hologram theater in Los Angeles, California on Hollywood Boulevard’s “Walk of Fame,” ~~with~~which included a never before seen feature length hologram performance.

We hold the exclusive global hologram projection distribution rights for all media for original holographic shows in which the holograms of ~~[Whitney Houston~~Dean Martin, Bing Crosby, Billie Holiday, Tammy Wynette, ~~The Jackson 5~~ and Jackie Wilson] and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as “resurrection shows.” These shows were developed for us in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from Mr. David’s company, which is the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. Our hologram technology has been used by major global brands, political campaigns and a ~~network of theme parks~~ to enhance audience engagement worldwide. We have ~~partnered~~collaborated with Universal Music Group to project current living artists in live hologram performances for stage and television, including Florida Georgia Line and The Band Perry with ABC Television (Disney) and Jimmy Kimmel Live! We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory~~comedy clubs and live music concerts ~~in partnership~~ with Universal Music and Universal Music Latin America.

Since our inception, we have been an innovator in holographic entertainment. In September 2016, we won two Internet Marketing Association IMPACT Awards for Innovator of the Year and Best New Marketing Platform in recognition of our work with patented holographic projection technology. Our significant experience and unwavering commitment to this space has resulted in the creation of a sophisticated back-end system to support our technology. This technology includes proprietary holographic production and display systems.

We monetize our hologram technology through the production of live and recorded holographic performances and events, sales of concessions and merchandise related to our holographic ~~events~~performances, the licensing of our hologram technology and distribution of holographic content to media networks and websites administered by companies controlled by Alki David. With the net proceeds of this Offering, we plan to further expand our holographic entertainment events and content offerings to become the leading holographic entertainment company. We were founded by media entrepreneur Alki David in ~~[2014]~~2012 and launched our holographic events in ~~[2015]~~2014. We manage our business from our headquarters in Beverly Hills, California.

~~Our~~One of our core strategy~~growth and expansion strategies~~ is to establish hologram theaters in prominent locations ~~at~~from which we ~~will sell tickets~~receive revenues from ticket and merchandise sales to audiences attending our original holographic productions, with brands purchasing exclusive title rights to shows and signage. ~~We intend to open~~Our goal is roll out up to 150 hologram theaters within existing cineplexes or as standalone theaters,

~~including our flagship theater on Hollywood Boulevard's "Walk of Fame,"~~ with each hologram theater holding an average of ~~200~~100 seats. We believe we can retrofit a theater within six weeks to install our hologram technology, at a cost of \$200,000 to \$400,000, for which we would provide financing to our theater partners. We believe each hologram theater could show up to eight performances per day. We ~~would~~ expect our theaters to be open 335 days per year with attendance of at least 15% of capacity and a ticket price of \$20 to \$40 per person, per show. Further revenue would be generated from concessions and merchandise sales at our theaters and from brand advertising and brand integration in our holographic content. Ticket and merchandising revenues would be split equally with theater owners. We also intend to partner with record labels, music studios and iconic estates to create several three-minute karaoke-like hologram experiences called the "Make Your Own Hologram Experience" at Hologram USA gift stores, which will include shows by living and late artists. The Hologram USA gift store ~~charges~~expects to charge \$60 to \$300 for the hologram experience.

We intend to grow both organically and through acquisitions. We seek to acquire and operate companies that could augment or complement our current offerings through the addition of content licensing and pay-per-view arrangements, content distribution agreements, platform white label service arrangements and production services. We currently have no commitments or agreements with respect to any such acquisitions, and there can be no assurance that we will complete any acquisitions in the future.

We recorded consolidated ~~revenues~~sales of \$~~___million~~993,000 and \$~~___million~~572,000 and net losses of \$~~___million~~3,064,000 and \$~~___million~~4,754,000 for the years ended December 31, 2016 and 2015, respectively, and consolidated ~~revenues~~sales of \$~~___million~~___ and \$~~___million~~___ and net losses of \$~~___million~~___ and \$~~___million~~___ for the ~~nine~~six months ended ~~September~~June 30, 2017 and 2016, respectively.

Our Industry[†]

Movie theaters in markets around the world are experiencing lower attendance every year. Movie theater attendance by the important consumer demographic known as "millennials" (young people ages 14 through 24) has declined each year since 2014. One example of the impact of this trend, as described by ~~{Variety}~~, has been in China, where after an astounding 50% growth in box office receipts in 2015, Chinese cinemas experienced their first decline in box office receipts in 2016 due to lower attendance by millennials. Instead of going to movie theaters, millennials increasingly consume content on smartphones and other personal digital devices.

To help increase attendance, movie theaters have been adding more sophisticated features such as 3-D and IMAX screens and surround sound speakers to create "only-in-the-theater" experiences that give audiences a more immersive viewing perspective. However, these features have done little to increase attendance at movie theaters.

Our Entertainment Offerings

We are uniquely positioned to license, create, aggregate and distribute our blend of high-quality, original and exclusive content in a cost-effective manner to a global audience that increasingly demands interactive content that is available across social networks and delivered through various electronic devices. We offer our holographic entertainment to audiences through multiple platforms, including live events, television events and through personal virtual reality devices.

We hold the exclusive global hologram projection distribution rights for all media for original holographic shows in which the holograms of ~~{Whitney Houston, Dean Martin, Bing Crosby, Billie Holiday, Tammy Wynette, The Jackson 5 and Jackie Wilson}~~ and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as "resurrection shows." These shows were developed for us in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from Mr. David's company, which is the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. Our hologram technology has been used by major global brands, political campaigns and a ~~{network of theme parks}~~ to enhance

~~†Please provide sources for any available market data on the movie and holographic entertainment industries.~~

audience engagement worldwide. We have ~~partnered~~collaborated with Universal Music Group to project current living artists in live hologram performances for stage and television, including Florida Georgia Line and The Band Perry with ABC Television (Disney) and Jimmy Kimmel Live! We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory~~comedy clubs and live music concerts ~~in partnership~~ with Universal Music and Universal Music Latin America.

~~As of October 2017, we have begun~~We plan to begin rolling out our hologram theaters to a network of cinemas and theaters in prominent locations, each fitted with our patented hologram projection system to convert theaters to live hologram performance platforms. ~~We plan~~Our goal is to roll out up to 150 theater locations across North America and abroad to project both live and recorded, pre-produced “resurrection” shows.

Below is a breakdown of our hologram-related entertainment offerings.

Holographic Content Distribution. We hold the exclusive hologram projection and distribution rights for all media for original holographic shows in which the holograms of famous deceased singers such as ~~{Whitney Houston, Dean Martin, Bing Crosby}~~, Billie Holiday, Tammy Wynette, ~~The Jackson 5~~ and Jackie Wilson} and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as “resurrection shows.” These shows are developed for Hologram USA Productions Inc. in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from his company, the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. To date, no payments have been made to or by us pursuant to our distribution agreement with HUSA Development Inc.

Holographic Displays for Corporate Partners. Our hologram technology has been used by major global brands, political campaigns and a ~~{network of theme parks}~~ to enhance audience engagement worldwide. We have also partnered with Universal Music Group to project current living artists in live hologram performances for stage and television. We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory~~comedy clubs and live music concerts in partnership with ~~Universal Music and Universal Music Latin America~~music studios, and create and produce “television events” that include hologram projection shows. Additional live hologram events we produced include holograms of ~~{Jimmy Kimmel at the 2014, 2015 and 2016 Country Music Awards}~~, a hologram of Jack Black being sent from Los Angeles to Madrid, a Juan Gabriel hologram for a tribute concert in February 2017, a hologram of Julian Assange appearing at the Nantucket Project, and holograms of ghosts at the Ghostbusters motion picture red carpet event. In addition, we produced content for the Christian Dior hologram fashion show in Shanghai, digitally resurrected Jenni Rivera for the Day of the Dead Festival and L Festival in Los Angeles, produced a variety of holograms for Netflix, MTV, and SciFi channel shows, beamed in a fourth judge to “La Banda,” a SyCo/Fremantle reality show on Univision, and our technology was featured by Dodge at the official Playboy Super Bowl Party in 2016. We have exclusive ~~deals~~arrangements beginning in 2018 with The National Comedy Center to provide it with holographic staging, licenses and content and with The Ronald Reagan Library to provide it with holographic staging and licenses.

Virtual Reality Experiences. Our diverse business model includes ~~the production~~producing and ~~sale of~~selling Hologram USA virtual reality headsets, on-site 360° video production and 360° video hosting on HologramUSA.com. Our HologramUSA.com virtual reality and 360° hosting center allows producers and entertainers to share their work with the world via our server, mobile 360° video player and free mobile apps. Hologram USA is at the forefront of virtual reality by providing virtual reality content along with the latest in 360° video technology. Hologram USA offers solutions for all stages of virtual reality and 360° video production, including shooting, stitching and viewing of fully spherical and immersive 360° videos and photos. ~~Our goal is~~We aim to be a leader in virtual reality and 360° video technology and content creation for entertainment purposes.

Our Revenue Model

Currently, we generate revenue through ~~ticket sales to~~the production of live and recorded holographic ~~entertainment performances and~~ events, sales of concessions and merchandise related ~~merchandising, production of holographic displays for corporate partners and the sale of virtual reality headsets.~~ [Of our current revenues to our holographic performances, the licensing of our hologram technology and distribution of holographic content to

media networks and websites administered by companies controlled by Alki David. Of our current sales, __%, __% and __% are generated by holographic entertainment events ~~and related merchandising, production of holographic displays for corporate partners and the sale of virtual reality headsets, respectively, with the remainder of our revenue related to _____~~, sales of concessions and merchandise, and licensing and distribution of holographic content, respectively.

We intend to monetize our hologram productions by creating original holograms that can be used by us for theatrical productions and by our customers for new product launches or corporate/brand imagery at consumer events, press events, conferences, conventions and other corporate events. The holographic images can also be sold to customers, so that they can be re-used in perpetuity. We also plan to use and repurpose holographic content as branded content in commercials and promotions and as content for our virtual reality applications. As of ~~October~~September 2017, we have begun ~~establishing~~installing hologram theaters in prominent locations ~~at~~from which we ~~will sell tickets~~receive revenues from ticket and merchandise sales to audiences attending ~~our original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our theater network will include theaters located in Los Angeles, California, ~~on the Hollywood Walk of Fame~~; at the National Comedy Center; in Jamestown, New York; ~~at~~ the Regal Avalon; in Chicago, Illinois; ~~at~~ the Fox Theater; in Foxwoods, Connecticut; ~~at~~ the Landmark Theater; in Indianapolis, Indiana; ~~at~~ the Civic Theater; in New Orleans, Louisiana; ~~at~~ the Saratoga Casino; in Saratoga Springs, New York; ~~and~~ at the Twin River Casino; in Rhode Island.

We expect to generate additional revenue from merchandise purchased at our live event hologram shows and resurrection shows. Traditionally live venues generate an additional 30% on ticket sales from fan-based merchandise. We also intend to partner with record labels and iconic estates to create several three-minute karaoke-like hologram experiences called the “Make Your Own Hologram Experience” at Hologram USA gift stores, which will include shows by living and late artists. The Hologram USA gift store ~~charges~~expects to charge \$60 to \$300 for the hologram experience.

The licensing of our hologram technology and distribution of holographic content to media networks and websites administered by companies controlled by Alki David, ~~is~~can be another source of revenue for our company. Our hologram shows can be formatted for virtual reality device, streaming video and television viewing. In addition, we may license our patented technologies and content creation skills to third parties to create custom holographic content.

Our Growth and Expansion Strategies

~~Our~~One of our core strategies is to establish hologram theaters in prominent locations ~~at~~from which we ~~will sell tickets~~receive revenues from ticket and merchandise sales to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our strategies also includes growing both organically and through acquisitions. We intend to expand our virtual reality product offerings. We also seek to acquire and operate companies that could augment or complement our current offerings through the addition of content licensing and pay-per-view arrangements, content distribution agreements, platform white label service arrangements and production services.

Key elements of ~~th~~ese strategies include:

Expand our Holographic Entertainment Offerings. Following the opening of ~~our~~the flagship theater in September 2017, we ~~have begun rolling~~are beginning to roll out our hologram theaters to a network of cinemas and theaters in prominent locations, each fitted with our patented hologram projection system to convert theaters to live hologram performance platforms. ~~We plan~~Our goal is to roll out up to 150 theater locations across North America and abroad to project both live and recorded, pre-produced “resurrection” shows. At these hologram theaters ~~we will sell tickets and~~, merchandise will be sold to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our theater network will include hologram theaters in prominent locations in Los Angeles, California ~~on the Hollywood Walk of Fame~~, at the National Comedy Center in Jamestown, New York, at the Regal Avalon in Chicago, Illinois, at the Fox Theater in Foxwoods, Connecticut, at the

Landmark Theater in Indianapolis, Indiana, at the Civic Theater in New Orleans, Louisiana, at the Saratoga Casino in Saratoga Springs, New York, and at the Twin River Casino, in Rhode Island.

Expand our Virtual Reality Entertainment Offerings. We intend to ~~increase production~~ produce and ~~sale of our sell~~ Hologram USA virtual reality headsets, on-site 360° video production and 360° video hosting on HologramUSA.com. We plan on offering virtual reality content along with the latest in 360° video that integrates our holographic entertainment offerings. By offering solutions for all stages of virtual reality and 360° video production, including shooting, stitching and viewing of fully spherical and immersive 360° videos and photos, we will broadly address the virtual reality services market to become a leader in virtual reality and 360° video technology and content creation for entertainment purposes.

Complete Selected Complementary Acquisitions. We intend to pursue selected acquisitions of complementary businesses in the United States and internationally that extend our capabilities as well as our overall digital media offerings. Potential acquisition targets include 360° panoramic video camera solutions, video streaming support device manufacturers, specialized advertising networks and live performance venues for the staging of hologram projection programs and sales of related merchandise to live audiences. We currently have no commitments or agreements with respect to any such acquisitions, and there can be no assurance that we will complete any acquisitions in the future.

Enter into Strategic Partnerships with Third-Party Master Content Licensors. We intend to identify and partner with third-party master content licensors and other companies to expand our access to content that is appropriate for holographic and virtual reality entertainment. We believe that, upon entering into strategic partnerships with such third parties on a revenue-sharing basis, we will be able to stay at the forefront of holographic entertainment.

Always be Accessible in the Consumer Electronics Ecosystem. We intend to make our holographic shows accessible on a broad array of devices. Through this accessibility, we believe that we enhance the value of our audience, as well as position ourselves for continued growth, as virtual and mobile delivery of content becomes universal.

Our Competitive Advantages

We believe that we differentiate ourselves from our competition and have been able to grow our business as a result of the following competitive strengths:

Realistic Holographic Productions. Our holographic productions bring live action events to many theaters at the same time in realistic three dimensional images without audience members having to wear special glasses. Our patented projection techniques create an intense, visceral experience: it truly feels as if the performer is really on stage. We intend to attract top artists to perform via hologram to give them far more reach than a traditional tour and without the costs of a live audience tour. Top artists can perform in one location and appear simultaneously in theaters all over the world. Audiences in multiple locations will be able to experience the same life-like entertainment while being able to share the experience with other audiences via social media. We expect such artists and our proprietary technology to draw millennial audiences back to theater viewing. ~~In addition, we are exclusively~~ We plan to enter into exclusive licensing agreements for our patented hologram technology ~~to with~~ theaters and venues across North America, delivering entertainment shows and live events as holographic projections. We ~~are~~ also offering plan to offer global digital distribution through Cinedigm, a U.S. publicly-traded company that distributes content and projection technology to ~~over~~ more than 12,000 cinemas throughout North America.

Extensive and Exclusive Content. We have amassed ~~an extensive~~ a library of content in which we hold exclusive worldwide distribution rights and have established exclusive relationships with key talent and content providers. Our extensive and exclusive content can be used in our holographic productions.

International Distribution Rights. The strength of our proprietary content library developed through our focus on original content acquisitions and licensing has provided us with a library of specialty content for which we hold exclusive worldwide distribution rights. We believe rights to such distinctive content offerings would be difficult to acquire in today’s market. By obtaining these rights, we have created a barrier to entry for competitors into our content specialties giving us the potential to reach a worldwide audience with no additional licensing costs. Substantially all our content library is available worldwide, with certain exceptions due to geographic or advertising restrictions that are contained in our content licenses.

Selected Risks Associated with Our Business

Despite our growth and expansion strategies and the competitive advantages we describe above, our business and prospects may be limited by a number of risks and uncertainties that we currently face, including:

- We operate in an intensely competitive market for live entertainment and theater-based entertainment, against a number of large, well-known event production companies and movie theater chains.
- We have a limited operating history and we cannot ensure the long-term successful operation of our business.
- We had ~~fa-net loss~~ losses of \$ ~~—million~~ 3,064,000 and \$4,754,000 for the years ended December 31, 2016 and \$ ~~—million~~ 2015, respectively, and \$ ~~—~~ for the ~~nine~~six months ended ~~September~~June 30, 2017, and there can be no assurance we will have net income for 2017 or in future periods. Our independent registered public accounting firm, in their report dated ~~—November~~, 2017, expressed doubt about our ability to continue as a going concern. There can be no assurance we will have significant levels of total revenue or net income in future periods.
- As part of our growth strategies, we intend to acquire other businesses; however, there is no assurance that we will be able to identify appropriate acquisition targets, successfully acquire identified targets or successfully integrate the businesses of acquired companies to realize their full benefits.
- Our business depends on the availability to us of Alkiviades (Alki) David, our Chairman and Chief Executive Officer, who has financed our operations to date, has knowledge regarding holographic entertainment and business contacts that would be extremely difficult to replace, and our business would be materially and adversely affected if his services were to become unavailable to us.

Implications of Our Being an “Emerging Growth Company”

As a company with less than \$1.07 billion in revenue during our last completed fiscal year, we qualify as an “emerging growth company” under the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of specified reduced reporting requirements that are otherwise generally applicable to public companies. In particular, as an emerging growth company we:

- are not required to obtain an attestation and report from our auditors on our management’s assessment of our internal control over financial reporting pursuant to the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”);
- are not required to provide a detailed narrative disclosure discussing our compensation principles, objectives and elements and analyzing how those elements fit with our principles and objectives (commonly referred to as “compensation discussion and analysis”);

- are not required to obtain a non-binding advisory vote from our stockholders on executive compensation or golden parachute arrangements (commonly referred to as the “say-on-pay,” “say-on-frequency” and “say-on-golden-parachute” votes);
- are exempt from certain executive compensation disclosure provisions requiring a pay-for-performance graph and CEO pay ratio disclosure;
- may present only two years of audited financial statements and only two years of related Management’s Discussion and Analysis of Financial Condition and Results of Operations, or MD&A;
- are eligible to claim longer phase-in periods for the adoption of new or revised financial accounting standards under §107 of the JOBS Act; and
- will not be required to conduct an evaluation of our internal control over financial reporting for two years.

We intend to take advantage of all of these reduced reporting requirements and exemptions, including the longer phase-in periods for the adoption of new or revised financial accounting standards under §107 of the JOBS Act. Our election to use the phase-in periods may make it difficult to compare our financial statements to those of non-emerging growth companies and other emerging growth companies that have opted out of the phase-in periods under §107 of the JOBS Act. Please see “Risk Factors,” page __ (“*We are an ‘emerging growth company’* . . .”).

Certain of these reduced reporting requirements and exemptions were already available to us due to the fact that we also qualify as a “smaller reporting company” under the SEC’s rules. For instance, smaller reporting companies are not required to obtain an auditor attestation and report regarding management’s assessment of internal control over financial reporting, are not required to provide a compensation discussion and analysis, are not required to provide a pay-for-performance graph or CEO pay ratio disclosure, and may present only two years of audited financial statements and related MD&A disclosure.

Under the JOBS Act, we may take advantage of the above-described reduced reporting requirements and exemptions for up to five years after our initial sale of common equity pursuant to a registration statement declared effective under the Securities Act, or such earlier time that we no longer meet the definition of an emerging growth company. Note that this Offering, while a public offering, is not a sale of common equity pursuant to a registration statement, since the Offering is conducted pursuant to an exemption from the registration requirements. In this regard, the JOBS Act provides that we would cease to be an “emerging growth company” if we have more than \$1.07 billion in annual revenues, have more than \$700 million in market value of our common stock held by non-affiliates, or issue more than \$1 billion in principal amount of non-convertible debt over a three-year period. Under current SEC rules, however, we will continue to qualify as a “smaller reporting company” for so long as we have a public float (i.e., the market value of common equity held by non-affiliates) of less than \$75 million as of the last business day of our most recently completed second fiscal quarter.

~~Organizational Background and~~ Corporate Information

~~[ORGANIZATIONAL BACKGROUND INFORMATION NEEDED]~~ [We were incorporated in the State of Delaware in October 2017 to be the public holding company for our wholly-owned subsidiaries Hologram USA Inc., Hologram USA Entertainment Inc. and HUSA Development Inc.](#) Our executive offices are located at 342 N. Canon Drive, Beverly Hills, California 90210 and our telephone number is (877) 733-1830. We maintain a corporate website at <http://www.HologramUSA.com>.

~~The financial statement pages of this Offering Circular contain the audited historical financial statements of Hologram USA Networks Inc. for the years ended December 31, 2016 and 2015, [and pro forma financial statements showing the effect of the Hologram restructuring transactions on the newly formed registrant.]~~

We do not incorporate the information on or accessible through our website into this Offering Circular, and you should not consider any information on, or that can be accessed through, our website a part of this Offering Circular.

We own various U.S. federal trademark registrations, ~~certain foreign trademark registrations~~ and applications, and unregistered trademarks, including the ~~following~~ registered ~~marks referred to in this Offering Circular:~~ ~~_____~~ mark “Hologram USA.” All other trademarks or trade names referred to in this Offering Circular are the property of their respective owners. Solely for convenience, the trademarks and trade names in this Offering Circular are referred to without the symbols ® and ™, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent possible under applicable law, their rights thereto.

Channels for Disclosure of Information

Investors and others should note that we use social media to communicate with all of our viewers and the public about our company, our services, new product developments and other matters. Any information that we consider to be material to an evaluation of our company will be included in filings on the SEC website, <http://www.sec.gov>, and may also be disseminated using our investor relations website, which can be found at <http://www.HologramUSA.com>, and press releases. However, we encourage investors, the media and others interested in our company to also review our social media channels, ~~_____~~ Twitter account.² We do not incorporate the information on or accessible through our website into this Offering Circular, and you should not consider any information on, or that can be accessed through, our website a part of this Offering Circular.

²~~Add Hologram USA social media accounts, if any.~~

THE OFFERING

Issuer: Hologram USA Networks Inc.

Securities offered: Common Stock

Number of shares of Common Stock _____ shares^(†)
outstanding before the [is](#) **Offering:**

Number of shares of Common Stock _____ shares, if the maximum number of shares is sold.⁽¹⁾
to be outstanding after the [is](#)
Offering:

Price per share: \$8.00

Offering amount: 1,250,000 shares at \$8.00 per share, or \$10,000,000.

Proposed listing: We intend to apply to list our common stock on the Nasdaq Capital Market under the trading symbol "HOLO." Our common stock will not commence trading on Nasdaq until all of the following conditions are met: (i) the Offering is completed; and (ii) we have filed a post-qualification amendment to the Offering Statement and a registration statement on Form 8-A ("Form 8-A") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and such post-qualification amendment is qualified by the SEC and the Form 8-A has become effective. Pursuant to applicable rules under Regulation A, the Form 8-A will not become effective until the SEC qualifies the post-qualification amendment. We intend to file the post-qualification amendment and request its qualification immediately prior to the termination of the Offering in order that the Form 8-A may become effective as soon as practicable. Even if we meet the minimum requirements for listing on Nasdaq, we may wait before terminating the Offering and commencing the trading of our common stock on Nasdaq in order to raise additional proceeds. As a result, you may experience a delay between the closing of your purchase of shares of our common stock and the commencement of exchange trading of our common stock on Nasdaq.

If we fail to meet the minimum requirements for listing on Nasdaq, we will seek quotation of our common stock on the OTCQX marketplace operated by OTC Markets Group Inc. (the "OTCQX") and would anticipate quotation on the OTCQX to begin following the termination of this Offering.

Use of proceeds: If we sell all of the \$10,000,000 worth of Shares being offered, our net proceeds (after underwriting commissions and our estimated other Offering expenses) will be \$ _____. We intend to use the net proceeds of this Offering as follows: (i) approximately \$ _____ to finance the establishment of hologram theaters, (ii) approximately \$ _____ to buy and aggregate complementary businesses, (iii) approximately \$ _____ to accelerate marketing and promotional activities to improve our sales and brand awareness, and (iv) approximately \$ _____ for general corporate purposes. See "Use of Proceeds" for more information.

Ownership after this Offering: Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and our other executive officers, directors and director nominees will beneficially own ___% of our outstanding common stock after the closing of this Offering.

Risk factors: **Investing in our common stock involves a high degree of risk. See “Risk Factors” starting on page ___.**

(1) The number of shares of common stock to be outstanding ~~as of November __, 2017, and after this Offering~~ includes _____ shares of common stock issuable upon the automatic conversion of the convertible promissory note in the principal amount of \$3,000,000 issued in August 2017, but excludes: _____ shares reserved for future grants pursuant to the exercise of stock options and other equity awards under our 2017 Incentive Compensation Plan, which we expect to adopt in connection with this Offering; and _____ shares issuable upon exercise of warrants to be issued to the Underwriter, or its designated affiliates, in connection with this Offering.

- ~~_____ shares that will become available for future issuance under our 2017 Incentive Compensation Plan, which we expect to adopt in connection with this Offering; and~~
- ~~_____ shares issuable upon exercise of the warrants to be issued to the Underwriter, or its designated affiliates, in connection with this Offering.~~

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the following risk factors, together with the other information contained in this Offering Circular, before purchasing our common stock. Any of the following factors could harm our business, financial condition, results of operations or prospects, and could result in a partial or complete loss of your investment. Some statements in this Offering Circular, including statements in the following risk factors, constitute forward-looking statements. Please refer to the section entitled "Cautionary Statement Regarding Forward-Looking Statements."

Risks Relating to Our Company Business and Industry

We operate in a highly competitive market. If we do not compete effectively, our prospects, operating results and financial condition could be adversely affected.

We have operated in a highly competitive market since our inception. We face significant competition from numerous live entertainment and theater-based entertainment companies, all of which are substantially larger, have significantly greater technical and financial resources than we do and are better positioned to continue investment in competitive technologies. These companies also have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical, sales, marketing and other resources than we do.

In order to be successful in this market, we must meet many competitive challenges, including:

- establishing and maintaining broad market acceptance of our services and converting that acceptance into direct and indirect sources of revenue;
- establishing and maintaining adoption of our services on a wide variety of platforms and devices;
- developing services and products that result in high degrees of customer satisfaction and high levels of customer attendance and retention;
- successfully responding to competition, including competition from new and existing theatrical entertainment providers; and
- identifying, attracting and retaining talented technical and creative services staff at reasonable market compensation rates in the markets in which we employ.

Existing and future competitors may introduce products and services in the same markets we serve or intend to serve, and competing products or services may have better performance, lower prices, better functionality and broader acceptance than our products. Our competitors may also add features to their products or services similar to features that presently differentiate our product and service offerings from theirs. This competition could result in increased sales and marketing expenses, thereby materially reducing our operating margins, and could harm our ability to increase, or cause us to lose, market share. Some of our competitors and potential competitors supply a wide variety of services and products to, and have well-established relationships with, our current and prospective subscribers and users.

We have a history of annual net losses which may continue and which may negatively impact our ability to compete and achieve our business strategy.

We have experienced significant net losses. For the ~~ninesix~~ months ended ~~September~~June 30, 2017, we had a net loss of \$ ~~—million~~, for the year ended December 31, 2016, we had a net loss of \$ ~~—million~~3,064,000, and for the year ended December 31, 2015, we had a net loss of \$ ~~—million~~4,754,000. Our business strategy ~~ies~~ may be unsuccessful and no assurance can be given that we will ever have net income. Accordingly, our prospects must be considered in light of the competition, risks, expenses and difficulties frequently encountered by an

emerging online media company. Our inability to effectively meet our competition could have an adverse effect on our prospects, operating results and financial condition.

If we are not able to manage change and growth, our business could be adversely affected.

We are expanding our operations, scaling our hologram theaters to effectively and reliably handle anticipated audiences for our hologram entertainment events. As we expand, we are managing our business to address varied content offerings, consumer customs and practices, in particular those dealing with live entertainment experiences, as well as differing legal and regulatory environments. As we scale our theater business, we are also developing technology. If we are not able to manage the growing complexity of our business, including improving, refining or revising our systems and operational practices related to our holographic technology and presentation, our business may be adversely affected.

~~***[We identified material weaknesses in connection with our internal control over financial reporting. Although we are taking steps to remediate these material weaknesses, we may not be successful in doing so in a timely manner, or at all, and we may identify other material weaknesses.]***~~

~~In connection with the audits of our consolidated financial statements for the years ended December 31, 2016 and 2015, our management and independent registered public accounting firm identified material weaknesses in our internal control over financial reporting. The material weaknesses related to (i) our lack of a sufficient number of personnel with an appropriate level of knowledge and experience in the application of U.S. generally accepted accounting principles, or U.S. GAAP, commensurate with our financial reporting requirements and (ii) the fact that policies and procedures with respect to the review, supervision and monitoring of our accounting and reporting functions were either not designed and in place or not operating effectively. As a result, numerous adjustments to our consolidated financial statements were identified and made during the course of the audits.]~~

~~We are currently not required to comply with Section 404 of the Sarbanes Oxley Act, and are therefore not required to make an assessment of the effectiveness of our internal control over financial reporting. Further, our independent registered public accounting firm has not been engaged to express, nor have they expressed, an opinion on the effectiveness of our internal control over financial reporting. Had we and our independent registered public accounting firm performed an evaluation of our internal control over financial reporting in accordance with the provisions of the Sarbanes Oxley Act, additional control deficiencies may have been identified by our management or independent registered public accounting firm, and those control deficiencies could have also represented one or more material weaknesses. In an effort to remediate the material weakness, we plan to increase the number of our finance and accounting personnel, and will consider hiring a Chief Financial Officer with public company experience.~~

~~Assessing our procedures to improve our internal control over financial reporting is an ongoing process. We can provide no assurance that our remediation efforts described herein will be successful and that we will not have material weaknesses in the future. Any material weaknesses we identify could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our consolidated financial statements.~~

Our growth strategy [ies](#) depends, in part, on our acquiring entertainment content as well as complementary businesses and expanding those operations, which we may be unable to do.

Our growth and expansion strategy ~~ies is~~ [are](#) based, in part, on our ability to establish holographic entertainment theaters as well as complementary businesses. The success of this acquisition strategy will depend, in part, on our ability to accomplish the following:

- identify suitable hologram theater locations;
- identify suitable businesses to buy;

- complete the opening of theater locations on terms acceptable to us;
- complete the purchase of entertainment content and businesses on terms acceptable to us;
- complete theater openings and content acquisition(s) in the time frame and within the budget we expect; and
- improve the results of operations of the content and businesses that we buy and successfully integrate those operations on an accretive basis.

There can be no assurance that we will be successful in any or all of the steps above. Our failure to successfully implement our acquisition strategy could have an adverse effect on other aspects of our business strategy and our business in general. We may not be able to find appropriate acquisition candidates, accretively acquire those candidates that we identify or integrate acquired businesses effectively and profitably.

We may require additional financing, which may not be available, as it historically has been, for the continued operation of our business.

The opening of new hologram theaters and the continued acquisition, management and distribution of holographic content that is the core of our business is very expensive and we may require additional funds to continue operations of our business once the net proceeds of this Offering have been used. In the past, we were able to rely on Alkiviades (Alki) David, our Chairman and Chief Executive Officer, to provide our company with financing for the opening and operating of hologram theaters and the acquisition of entertainment content and ongoing operations; however, in the future, regardless of his commitment Mr. David may be unable to continue to provide our company with such financial assistance and we may not be able to access alternative sources of financing. Additional financing may not be available on favorable terms, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could seriously harm our business and operating results. If we incur debt, the debt holders would have rights senior to common stockholders to make claims on our assets, and the terms of any debt could restrict our operations.

If our efforts to build a unique identity and improve audience satisfaction and loyalty are not successful, we may not be able to attract or retain audiences or users, and our operating results may be adversely affected.

We must continue to build and maintain a unique identity. We believe that a unique identity will be important in attracting and retaining theater audiences and users of our products who have a number of choices from which to obtain entertainment content. To build a unique identity we believe we must continue to offer content and service features that our audiences and users value and enjoy. We also believe that these must be coupled with effective consumer communications, such as marketing, customer service and public relations. If our efforts to promote and maintain our identity are not successful, our ability to attract and retain audiences or users may be adversely affected. Such a result may adversely affect our operating results.

With respect to our expansion into new markets, we will also need to establish our identity and, to the extent we are not successful in doing so, our business in new markets may be adversely impacted.

Changes in our audience acquisition sources could adversely affect our marketing expenses and subscriber levels may be adversely affected.

We utilize a broad mix of marketing and public relations programs, including social media websites such as Facebook and Twitter, to promote our holographic entertainment to potential new audiences. We may limit or discontinue use or support of certain marketing sources or activities if advertising rates increase or if we become concerned that audiences or potential audiences deem certain marketing practices intrusive or damaging to our brand. If the available marketing channels are curtailed, our ability to attract new audiences may be adversely affected.

If companies that currently promote our company decide that we are negatively impacting their business, that they want to compete more directly with our company or enter a similar business or decide to exclusively support our competitors, we may no longer be given access to such marketing channels. If we are unable to maintain or replace our sources of new audiences with similarly effective sources, or if the cost of our existing sources increases, our audience size and marketing expenses may be adversely affected.

We face risks, such as unforeseen costs and potential liability, in connection with content we acquire, license and/or distribute through our service.

As a distributor of digital entertainment content, including digital video, we face potential liability for negligence, copyright, or trademark infringement or other claims based on the nature and content of materials that we acquire, license and/or distribute. We also may face potential liability for content used in promoting our service, including marketing materials and features on our website such as subscriber and user reviews. We are responsible for production costs and other expenses related to our original content. We also take on risks associated with this production, such as completion and key talent risk. To the extent we do not accurately anticipate costs or mitigate risks, or if we become liable for content we acquire, license and/or distribute, our business may suffer. Litigation to defend these claims could be costly and the expenses and damages arising from any liability or unforeseen production risks could harm our results of operations. We cannot assure you that we are indemnified to cover claims or costs of these types and we may not have insurance coverage for these types of claims.

Any significant disruption in our computer systems or those of third parties that we utilize in our operations could result in a loss or degradation of service and could adversely impact our business.

Our reputation and ability to attract, retain and serve our audiences and users is dependent upon the reliable performance of our computer systems and those of third parties that we utilize in our operations. These systems may be subject to damage or interruption from earthquakes, adverse weather conditions, other natural disasters, terrorist attacks, power loss, telecommunications failures, computer viruses, computer denial of service attacks or other attempts to harm these systems. Interruptions in these systems, or to the internet in general, could make our service unavailable or impair our ability to deliver content to our subscribers and users. Service interruptions, errors in our software or the unavailability of computer systems used in our operations could diminish the overall attractiveness of our service to existing and potential audiences and users.

Our servers and those of third parties we use in our operations are vulnerable to computer viruses, physical or electronic break-ins and similar disruptions and periodically experience directed attacks intended to lead to interruptions and delays in our service and operations as well as loss, misuse or theft of data. Any attempt by hackers to disrupt our service or otherwise access our systems, if successful, could harm our business, be expensive to remedy and damage our reputation. We have implemented certain systems and processes to thwart hackers and, to date, hackers have not had a material impact on our service or systems. However, this is no assurance that hackers may not be successful in the future. Efforts to prevent hackers from disrupting our service or otherwise accessing our systems are expensive to implement and may limit the functionality of or otherwise negatively impact our service offering and systems. Any significant disruption to our service or access to our systems could result in a loss of audiences and users and adversely affect our business and results of operation.

We utilize our own communications and computer hardware systems located either in our facilities or in that of a third-party data centers. In addition, we utilize third-party internet-based or “cloud” computing services in connection with our business operations. We also utilize third-party content delivery networks to help us stream content in high volume to our audiences and users over the internet. Problems faced by us or our service providers, including technological or business-related disruptions, could adversely impact the experience of our audiences and users.

Our reputation and relationships with audiences and users would be harmed if our audiences or users’ data, particularly personally identifying data, were to be subject to a cyber-attack or otherwise accessed by unauthorized persons.

We may maintain personal data regarding our audiences and users, including their names and other information. With respect to personally identifying data, we may rely on licensed encryption and authentication technology to secure such information. We may also take measures to protect against unauthorized intrusion into our audiences and users’ data. Despite these measures, we could experience a cyber-attack or other unauthorized intrusion into our audiences and users’ data. Our security measures could also be breached due to employee error, malfeasance, system errors or vulnerabilities, or otherwise. In the event our security measures are breached, or if our services are subject to attacks that impair or deny the ability of audiences or users to access our products and services, current and potential audiences or users may become unwilling to provide us the information necessary for them to purchase theater tickets or become users of our products or may curtail or stop using our products and services. In addition, we could face legal claims for such a breach. The costs relating to any data breach could be material, and we currently do not carry insurance against the risk of a data breach. For these reasons, should an unauthorized intrusion into our audiences or users’ data occur, our business could be adversely affected. Changes to operating rules could increase our operating expenses and adversely affect our business and results of operations.

We rely on our proprietary technology to produce holographic content and to manage other aspects of our operations, and the failure of this technology to operate effectively could adversely affect our business.

We continually enhance or modify the technology used for our operations. We cannot be sure that any enhancements or other modifications we make to our operations will achieve the intended results or otherwise be of value to our audiences and users. Future enhancements and modifications to our technology could consume considerable resources. If we are unable to maintain and enhance our technology to provide holographic entertainment in a desirable and efficient manner, our ability to retain existing audiences and users and to add new audiences and users may be impaired. In addition, if our technology or that of third parties we utilize in our operations fails or otherwise operates improperly, our ability to retain existing audiences and users and to add new audiences and users may be impaired. Also, any harm to our audiences or users’ personal computers or other devices caused by software used in our operations could have an adverse effect on our business, results of operations and financial condition.

If our patents, trademarks, intellectual property and other proprietary rights are not adequately protected to prevent use or appropriation by our competitors, the value of our brand and other intangible assets may be diminished, and our business may be adversely affected.

We rely on and expect to continue to rely on a combination of confidentiality and license agreements with our employees, consultants and third parties with whom we have relationships, as well as patent, trademark, copyright and trade secret protection laws, to protect our intellectual property and proprietary rights.

When necessary, we enforce our proprietary rights through court proceedings. We may file, from time to time, patent and trademark applications. Nevertheless, these applications may not be approved, third parties may challenge patents and trademarks issued to or held by us, third parties may knowingly or unknowingly infringe our

intellectual property and other proprietary rights, and we may not be able to prevent infringement or misappropriation without substantial expense to us.

We currently hold various domain names, including www.HologramUSA.com. Failure to protect our domain names could adversely affect our reputation and make it more difficult for our customers to find our website and our service. We may be unable, without significant cost or at all, to prevent third parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our intellectual property and other proprietary rights.

We may be subject to litigation which, if adversely determined, could cause us to incur substantial losses. In particular, pending intellectual property lawsuits against us could be costly and impose a significant burden on our management and employees. If such lawsuits result in judgments against us, our business, prospects and competitive position may be adversely affected.

From time to time, during the normal course of our businesses, we are subject to various litigation claims and legal disputes most significantly in the areas of intellectual property (e.g., trademarks, copyrights and patents). Our intellectual property rights extend to our technology, business processes and the content on our website. We use the intellectual property of third parties in marketing and providing our service through contractual and other rights. Despite our efforts, from time to time, third parties have alleged, and may in the future allege, that we have violated their intellectual property rights.

Defending and prosecuting these claims is costly and can and may impose a significant burden on our management and employees. In addition, we may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurances that favorable final outcomes will be obtained. If we are unable to obtain an outcome which sufficiently protects our rights, successfully defend our use of intellectual property, or allows us time to develop non-infringing technology and content or to otherwise alter our business practices on a timely basis in response to the claims against us, our business, prospects and competitive position may be adversely affected.

Some of these claims may not be covered under our insurance policies, or our insurance carriers may seek to deny coverage, and, as a result, we are, at times, required to incur significant unreimbursed legal fees in defending such claims. Because we cannot accurately predict the outcome of any action, as a result of current and/or future litigation, we could be subject to adverse judgments or settlements that could significantly reduce our earnings or result in losses.

An increase in the use of alternative film delivery methods or other forms of entertainment may drive down our attendance and limit our ticket prices.

We compete with other film delivery methods, including network, syndicated cable and satellite television and DVDs, as well as video-on-demand, pay-per-view services, video streaming and downloads via the internet. We also compete for the public's leisure time and disposable income with other forms of entertainment, including sporting events, amusement parks, live music concerts, live theater and restaurants. An increase in the popularity of these alternative film delivery methods and other forms of entertainment could reduce attendance at our theaters, limit the prices we can charge for admission and materially adversely affect our business and results of operations.

We are subject to substantial government regulation, which could entail significant cost.

We are subject to various federal, state and local laws, regulations and administrative practices affecting our business, and we must comply with provisions regulating health and sanitation standards, equal employment, environmental, and licensing for the sale of food and, in some theaters, alcoholic beverages. Our new theater openings could be delayed or prevented or our existing theaters could be impacted by difficulties or failures in our ability to obtain or maintain required approvals or licenses. Changes in existing laws or implementation of new laws, regulations and practices could have a significant impact on our business. A significant portion of our theater-level employees are part time workers who are paid at or near the applicable minimum wage in the theater's jurisdiction. Increases in the minimum wage and implementation of reforms requiring the provision of additional benefits will increase our labor costs.

We lease and operate facilities throughout the United States and are subject to the environmental laws and regulations of those jurisdictions, particularly laws governing the cleanup of hazardous materials and the management of properties. We might in the future be required to participate in the cleanup of a property that we own or lease, or at which we have been alleged to have disposed of hazardous materials from one of our facilities. In certain circumstances, we might be solely responsible for any such liability under environmental laws, and such claims could be material.

Our theaters must comply with Title III of the Americans with Disabilities Act of 1990 ("ADA"). Compliance with the ADA requires that public accommodations "reasonably accommodate" individuals with disabilities and that new construction or alterations made to "commercial facilities" conform to accessibility guidelines unless "structurally impracticable" for new construction or technically infeasible for alterations. Non-compliance with the ADA could result in the imposition of injunctive relief, fines, and an award of damages to private litigants or additional capital expenditures to remedy such noncompliance, any of which could have a material adverse effect on our operations and financial condition.

If government regulations relating to theaters, the internet or other areas of our business change, we may need to alter the manner in which we conduct our business or incur greater operating expenses.

The adoption or modification of laws or regulations relating to entertainment theaters, the internet or other areas of our business could limit or otherwise adversely affect the manner in which we currently conduct our business. In addition, the continued growth and development of the market for online commerce may lead to more stringent consumer protection laws, which may impose additional burdens on us. If we are required to comply with new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause us to incur additional expenses or alter our business model.

We could be subject to economic, political, regulatory and other risks arising from international operations.

Operating in international markets requires significant resources and management attention and will subject us to regulatory, economic and political risks that may be different from and incremental to those in the United States. In addition to the risks that we face in the United States, our international operations may involve risks that could adversely affect our business, including:

- the need to adapt our content and user interfaces for specific cultural and language differences, including licensing a certain portion of our content library before we have developed a full appreciation for its performance within a given territory;
- difficulties and costs associated with staffing and managing foreign operations;

- management distraction;
- political or social unrest and economic instability;
- compliance with United States laws, such as the Foreign Corrupt Practices Act, export controls and economic sanctions, and local laws prohibiting corrupt payments to government officials;
- unexpected changes in regulatory requirements;
- less favorable foreign intellectual property laws;
- adverse tax consequences such as those related to repatriation of cash from foreign jurisdictions into the United States, non-income related taxes such as value-added tax or other indirect taxes, changes in tax laws or their interpretations, or the application of judgment in determining our global provision for income taxes and other tax liabilities given inter-company transactions and calculations where the ultimate tax determination is uncertain;
- fluctuations in currency exchange rates, which could impact revenues and expenses of our international operations and expose us to foreign currency exchange rate risk;
- profit repatriation and other restrictions on the transfer of funds;
- differing payment processing systems as well as consumer use and acceptance of electronic payment methods, such as payment cards;
- new and different sources of competition;
- different and more stringent user protection, data protection, privacy and other laws; and
- availability of reliable broadband connectivity and wide area networks in targeted areas for expansion.

Our failure to manage any of these risks successfully could harm our international operations and our overall business, and results of our operations.

Our business is subject to reporting requirements that continue to evolve and change, which could continue to require significant compliance effort and resources.

Because our common stock will be publicly traded, we will be subject to certain rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board (PCAOB), the SEC and the Nasdaq Capital Market (assuming our common stock has been approved for listing), periodically issue new requirements and regulations and legislative bodies also review and revise applicable laws. As interpretation and implementation of these laws and rules and promulgation of new regulations continues, we will continue to be required to commit significant financial and managerial resources and incur additional expenses to address such laws, rules and regulations, which could in turn reduce our financial flexibility and create distractions for management.

Any of these events, in combination or individually, could disrupt our business and adversely affect our business, financial condition, results of operations and cash flows.

The loss of the services of Alkiviades (Alki) David for any reason would materially and adversely affect our business operations and prospects.

Our financial success is dependent to a significant degree upon the efforts of Alkiviades (Alki) David, our Chairman and Chief Executive Officer. Mr. David, who has financed our operations to date, has knowledge regarding holographic entertainment and business contacts that would be extremely difficult to replace. We have not entered into an employment arrangements with Mr. David, and there can be no assurance that Mr. David will continue to provide services to us. It is expected that Mr. David will devote a significant amount of his working time to our company (not less than an average of 35 hours per week) and that the balance of Mr. David's working time may be devoted to other business and investment activities. A voluntary or involuntary departure by Mr. David could have a materially adverse effect on our business operations if we were not able to attract a qualified replacement for him in a timely manner. [We maintain a \$10 million key-man life insurance policy for our benefit on the life of Mr. David, but not on the lives of any of our other officers.]

There may be potential conflicts of interest involving the time spent by our Chairman and Chief Executive Officer as between our company and other companies he controls.

Alkiviades (Alki) David, our Chairman and Chief Executive Officer, also serves as a director and officer of several other companies that he controls including Anakando Ltd. and HUSA Development Inc. and devotes a portion of his business and professional time and efforts to the respective businesses of those companies. While we believe that our business, technologies and strategic objectives are distinguishable from those other companies he controls, and which we do not compete with, Mr. David may have potential conflicts of interest with respect to, among other things, potential corporate opportunities, business combinations, joint ventures and/or other business opportunities that may become available to him, us, Anakando, HUSA Development and the other companies he controls. Moreover, while Mr. David has agreed to devote not less than an average of 35 hours per week of his business and professional time and efforts to us, potential conflicts of interest also include the amount of time and efforts devoted by him to the affairs of Anakando, HUSA Development and other companies he controls. We may be materially affected if Mr. David chooses to place the interests of Anakando, HUSA Development and other companies he controls before those of our company. [Our Board of Directors has adopted a policy whereby any related party transactions (*i.e.*, transactions involving a director, an officer or an affiliate of our company) must be approved solely by a majority of the disinterested independent directors serving on the Board. Mr. David also owes fiduciary duties of care and loyalty to us under Delaware law.] However, the failure of our management to resolve any conflicts of interest in our favor could materially adversely affect our business, financial condition and results of operation.

We may not be able to attract and retain the highly skilled employees we need to support our planned growth, and our compensation expenses may increase.

To execute on our strategies, we must continue to attract and retain highly qualified personnel. Competition for these personnel is intense, especially for senior sales executives and engineers with high levels of experience in designing and developing holographic entertainment technology. We may not be successful in attracting and retaining qualified personnel. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. Many of the companies with which we compete for experienced personnel have greater resources than we do. Technical personnel are also aggressively recruited by other startup and emerging growth companies, which are especially active in many of the technical areas and geographic regions in which we operate. In addition, in making employment decisions, particularly in the high-technology industry, job candidates often consider the value of the stock-based compensation they are to receive in connection with their employment. Declines in the value of our common stock could adversely affect our ability to attract or retain key employees and result in increased employee compensation expenses.

We may face quarterly and seasonal fluctuations that could harm our business.

Our revenues and results of operations have fluctuated in the past, and will likely continue to fluctuate, on a quarterly basis. Such fluctuations are the result of a seasonal pattern that reflects variations in customer theater attendance. Our audience attendance is generally greatest during the summer months and slowest in the winter.

Changes in accounting principles or guidance, or in their interpretations, could result in unfavorable accounting charges or effects, including changes to our previously filed consolidated financial statements, which could cause our stock price to decline.

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. These principles are subject to interpretation by the SEC and various bodies formed to interpret and create appropriate accounting principles and guidance. A change in these principles or guidance, or in their interpretations, may have a significant negative effect on our reported results and retroactively affect previously reported results, which, in turn, could cause our stock price to decline.

We will incur increased costs as a result of being a public company and our management expects to devote substantial time to public company compliance programs.

As a public company, we will incur significant legal, insurance, accounting and other expenses that we did not incur as a private company. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, Nasdaq Capital Market listing requirements and other applicable securities rules and regulations impose various requirements on public companies. Our management and administrative staff will need to devote a substantial amount of time to compliance with these requirements. For example, in anticipation of becoming a public company, we will need to adopt additional internal controls and disclosure controls and procedures and bear all of the internal and external costs of preparing periodic and current public reports in compliance with our obligations under the securities laws. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment will result in increased general and administrative expenses and may divert management's time and attention away from product development activities. If for any reason our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

In connection with this Offering, we intend to obtain directors' and officers' liability insurance coverage, which will increase our insurance cost. In the future, it may be more expensive for us to obtain directors' and officers' liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified executive officers and qualified members of our board of directors, particularly to serve on our audit committee and compensation committee.

In addition, in order to comply with the requirements of being a public company, we may need to undertake various actions, including implementing new internal controls and procedures and hiring new accounting or internal audit staff. The Sarbanes-Oxley Act requires that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that information required to be disclosed in reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is accumulated and communicated to our principal executive and financial officers. Any failure to develop or maintain effective controls could adversely affect the results of our periodic management evaluations. In the event that we are not able to demonstrate compliance with the Sarbanes-Oxley Act, that our internal control over financial reporting is perceived as inadequate, or that we are unable to produce timely or accurate consolidated financial statements, investors may lose confidence in our operating results and the price of our common stock could decline. In addition, if we are unable to continue to meet these requirements, we could be subject to sanctions or investigations by Nasdaq, the SEC or other regulatory authorities, and we may not be able to remain listed on the Nasdaq Capital Market.

We are not currently required to comply with the SEC’s rules that implement Section 404 of the Sarbanes-Oxley Act, and are therefore not yet required to make a formal assessment of the effectiveness of our internal control over financial reporting for that purpose. Upon becoming a public company, we will be required to comply with certain of these rules, which will require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of our internal control over financial reporting commencing with our second annual report. This assessment will need to include the disclosure of any material weaknesses in our internal control over financial reporting identified by our management or our independent registered public accounting firm. To achieve compliance with Section 404 within the prescribed period, we will be engaged in a costly and challenging process to document and evaluate our internal control over financial reporting. In this regard, we will need to continue to dedicate internal resources, potentially engage outside consultants and adopt a detailed work plan to assess and document the adequacy of our internal control over financial reporting. We will also need to continue to improve our control processes as appropriate, validate through testing that our controls are functioning as documented and implement a continuous reporting and improvement process for our internal control over financial reporting. Despite our efforts, there is a risk that we will not be able to conclude, within the prescribed timeframe or at all, that our internal control over financial reporting is effective as required by Section 404.

As discussed above, we have identified material weaknesses in connection with our 2016 and 2015 consolidated financial statements. Material weaknesses could result in an adverse reaction in the financial markets due to a loss of confidence in the reliability of our consolidated financial statements. Our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal control over financial reporting until the later of our second annual report or the first annual report required to be filed with the SEC following the date we are no longer an “emerging growth company” as defined in the JOBS Act. We cannot assure you that there will not be additional material weaknesses or significant deficiencies in our internal controls in the future.

We are an “emerging growth company” and our election to delay adoption of new or revised accounting standards applicable to public companies may result in our consolidated financial statements not being comparable to those of some other public companies. As a result of this and other reduced disclosure requirements applicable to emerging growth companies, our securities may be less attractive to investors.

As a company with less than \$1.07 billion in revenue during our last completed fiscal year, we qualify as an “emerging growth company” under the JOBS Act. An emerging growth company may take advantage of specified reduced reporting requirements that are otherwise generally applicable to public companies. In particular, as an emerging growth company we:

- are not required to obtain an attestation and report from our auditors on our management’s assessment of our internal control over financial reporting pursuant to the Sarbanes-Oxley Act;
- are not required to provide a detailed narrative disclosure discussing our compensation principles, objectives and elements and analyzing how those elements fit with our principles and objectives (commonly referred to as “compensation discussion and analysis”);
- are not required to obtain a non-binding advisory vote from our stockholders on executive compensation or golden parachute arrangements (commonly referred to as the “say-on-pay,” “say-on-frequency” and “say-on-golden-parachute” votes);
- are exempt from certain executive compensation disclosure provisions requiring a pay-for-performance graph and CEO pay ratio disclosure;

- may present only two years of audited financial statements and only two years of related Management’s Discussion & Analysis of Financial Condition and Results of Operations, or MD&A; and
- are eligible to claim longer phase-in periods for the adoption of new or revised financial accounting standards under §107 of the JOBS Act.

We intend to take advantage of all of these reduced reporting requirements and exemptions, including the longer phase-in periods for the adoption of new or revised financial accounting standards under §107 of the JOBS Act. Our election to use the phase-in periods may make it difficult to compare our consolidated financial statements to those of non-emerging growth companies and other emerging growth companies that have opted out of the phase-in periods under §107 of the JOBS Act.

Certain of these reduced reporting requirements and exemptions were already available to us due to the fact that we also qualify as a “smaller reporting company” under SEC rules. For instance, smaller reporting companies are not required to obtain an auditor attestation and report regarding management’s assessment of internal control over financial reporting, are not required to provide a compensation discussion and analysis, are not required to provide a pay-for-performance graph or CEO pay ratio disclosure, and may present only two years of audited financial statements and related MD&A disclosure.

Under the JOBS Act, we may take advantage of the above-described reduced reporting requirements and exemptions for up to five years after our initial sale of common equity pursuant to a registration statement declared effective under the Securities Act, or such earlier time that we no longer meet the definition of an emerging growth company. In this regard, the JOBS Act provides that we would cease to be an “emerging growth company” if we have more than \$1.07 billion in annual revenues, have more than \$700 million in market value of our common stock held by non-affiliates, or issue more than \$1.0 billion in principal amount of non-convertible debt over a three-year period. Under current SEC rules, however, we will continue to qualify as a “smaller reporting company” for so long as we have a public float (*i.e.*, the market value of common equity held by non-affiliates) of less than \$75 million as of the last business day of our most recently completed second fiscal quarter.

We cannot predict if investors will find our securities less attractive due to our reliance on these exemptions. If investors were to find our securities less attractive as a result of our election, we may have difficulty raising all of the proceeds we seek in this Offering.

If we fail to forecast our revenue accurately due to lengthy sales cycles, or if we fail to match our expenditures with corresponding revenue, our operating results could be adversely affected.

We have a very limited history upon which to base forecasts of future revenue. Accordingly, we may be unable to prepare accurate internal financial forecasts or replace anticipated revenue that we do not receive as anticipated. As a result, our operating results in future reporting periods may be significantly below the expectations of the public market, equity research analysts or investors, which could harm the price of our common stock.

Risks Related to this Offering and Ownership of Our Common Stock

Since our common stock has not been publicly traded before this Offering, the price of our common stock may be subject to wide fluctuations.

Before this Offering, there was no public market for our common stock. Even though we have applied to list our shares for trading on the Nasdaq Capital Market, we cannot be certain that our common stock will be so listed. Even if our common stock is listed on the Nasdaq Capital Market, an active trading market for our common stock may not develop following this Offering. You may not be able to sell your shares quickly or at the current market price if trading in our stock is not active. You may lose all or a part of your investment. The initial public offering price of our shares was arbitrarily determined based on negotiations between us and the underwriter. The market

price of our common stock after this Offering will likely vary from the initial offering price and is likely to be highly volatile and subject to wide fluctuations in response to a variety of factors and risks, many of which are beyond our control. See “Underwriting.” In addition to the risks noted elsewhere in this Offering Circular, some of the other factors affecting our stock price may include:

- variations in our operating results;
- the level and quality of securities analysts’ coverage for our common stock;
- announcements by us or our competitors of significant contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- announcements by third parties of significant claims or proceedings against us; and
- future sales of our common stock.

For these reasons, comparing our operating results on a period-to-period basis may not be meaningful, and you should not rely on past results as an indication of future performance. In the past, following periods of volatility in the market price of a public company’s securities, securities class action litigation has often been instituted against the public company. Regardless of its outcome, this type of litigation could result in substantial costs to us and a diversion of our management’s attention. You may not receive a positive return on your investment when you sell your shares and you may lose the entire amount of your investment.

The concentration of our common stock ownership by our Chairman and Chief Executive Officer and our other directors, director nominees and executive officers will limit your ability to influence corporate matters.

Upon the closing of this Offering, Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and our other directors, director nominees and executive officers will beneficially own and will be able to vote in the aggregate ___% of our outstanding shares of common stock after the closing of this Offering.

As such, Mr. David and our other directors, director nominees and executive officers, as stockholders, will continue to have the ability to exert significant influence over all corporate activities, including the election or removal of directors and the outcome of tender offers, mergers, proxy contests or other purchases of common stock that could give our stockholders the opportunity to realize a premium over the then-prevailing market price for their shares of common stock. This concentrated control will limit your ability to influence corporate matters and, as a result, we may take actions that our stockholders do not view as beneficial. In addition, such concentrated control could discourage others from initiating changes of control. In such cases, the perception of our prospects in the market may be adversely affected and the market price of our common stock may decline.

This Offering is being conducted on a “best efforts” basis and does not require a minimum amount to be raised. As a result, we may not be able to raise enough funds to fully implement our business plan and our investors may lose their entire investment.

The Offering is on a “best efforts” basis and does not require a minimum amount to be raised. If we are not able to raise sufficient funds, we may not be able to fund our operations as planned, and our growth opportunities may be materially adversely affected. This could increase the likelihood that an investor may lose their entire investment.

We will have broad discretion over how we use the proceeds of this Offering, and we may use them for corporate purposes that do not immediately enhance our profitability or market share.

Our management will have considerable discretion in the application of the net proceeds of this Offering, and you will not have the opportunity, as part of your investment decision, to assess whether we are using the

proceeds appropriately. We may use the net proceeds from this Offering for corporate purposes that do not immediately enhance our profitability or increase our market value.

You will experience immediate and substantial dilution in the value of the shares of common stock you purchase.

The initial public offering price is substantially higher than the net tangible book value of each outstanding share of our common stock. Purchasers of common stock in this Offering will experience immediate and substantial dilution on a book value basis. The dilution per share in the net tangible book value per share of common stock will be \$___ per share based on an assumed \$8.00 initial public offering price. If stock options and warrants to purchase shares of common stock are exercised in the future, there would be further dilution. See “Dilution.”

There may be substantial sales of our common stock after the expiration of lock-up periods, which could cause our stock price to fall.

After this Offering, _____ shares of our common stock will be outstanding. All of the shares of our common stock sold in this Offering will be freely tradable, except for shares purchased by any of our existing “affiliates,” as that term is defined in Rule 144 under the Securities Act, which generally includes executive officers, directors and 10% stockholders. Of the _____ shares of our common stock to be outstanding at the closing of this Offering, _____ shares will be locked-up as a result of agreements that existing stockholders have signed restricting their ability to transfer our stock for 12 months after the date of this Offering Circular. In addition, the potential future exercise of stock options to purchase our common stock could result in our issuing a significant number of additional shares of common stock. Sales of a substantial number of shares of our common stock could cause the price of our common stock to fall and could impair our ability to raise capital by selling additional securities.

We may not be able to satisfy listing requirements of Nasdaq to maintain a listing of our common stock.

If our common stock is listed on Nasdaq, we must meet certain financial and liquidity criteria to maintain such listing. If we violate Nasdaq listing requirements, our common stock may be delisted. If we fail to meet any of Nasdaq’s listing standards, our common stock may be delisted. Additionally, our board may determine that the cost of maintaining our listing on a national securities exchange outweighs the benefits of such listing. A delisting of our common stock from Nasdaq may materially impair our stockholders’ ability to buy and sell our common stock and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common stock. In order to list, we will be required to, among other things, file with the SEC a post-qualification amendment to the Offering Statement, and then file an Form 8-A in order to register our shares of common stock under the Exchange Act. The post-qualification amendment of the Offering Statement is subject to review by the SEC, and there is no guarantee that such amendment will be qualified promptly after filing. Any delay in the qualification of the post-qualification amendment may cause a delay in the initial trading of our common stock on Nasdaq. For all of the foregoing reasons, you may experience a delay between the closing of your purchase of shares of our common stock and the commencement of exchange trading of our common stock. Additionally, the delisting of our common stock could significantly impair our ability to raise capital.

If we fail to meet the minimum requirements for listing on Nasdaq, we will seek to have our common stock quoted on the OTCQX marketplace. The OTCQX is not a stock exchange, and if our common stock trades on the OTCQX rather than Nasdaq, there may be significantly less trading volume and analyst coverage of, and significantly less investor interest in, our common stock, which may lead to lower trading prices for our common stock.

Upon the initial closing of this Offering, we expect to elect to become a public reporting company under the Exchange Act, and thereafter publicly report on an ongoing basis as an “emerging growth company” under the reporting rules set forth under the Exchange Act. If we elect not to do so, we will be required to publicly report on an ongoing basis under the reporting rules set forth in Regulation A for Tier 2 issuers. In either case, we will be subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not “emerging growth companies,” and our stockholders could receive less information than they might expect to receive from more mature public companies.

Upon the initial closing of this Offering, we expect to elect to become a public reporting company under the Exchange Act. If we elect to do so, we will be required to publicly report on an ongoing basis as an “emerging growth company” (as defined in the JOBS Act) under the reporting rules set forth under the Exchange Act. For so long as we remain an “emerging growth company,” we may take advantage of certain exemptions from various reporting requirements that are applicable to other Exchange Act reporting companies that are not “emerging growth companies,” including but not limited to:

- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act;
- taking advantage of extensions of time to comply with certain new or revised financial accounting standards;
- being permitted to comply with reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements; and
- being exempt from the requirement to hold a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

We expect to take advantage of these reporting exemptions until we are no longer an emerging growth company. We would remain an emerging growth company for up to five years, although if the market value of our common stock that is held by non-affiliates exceeds \$700 million as of any June 30 before that time, we would cease to be an emerging growth company as of the following December 31.

If we elect not to become a public reporting company under the Exchange Act, we will be required to publicly report on an ongoing basis under the reporting rules set forth in Regulation A for Tier 2 issuers. The ongoing reporting requirements under Regulation A are more relaxed than for emerging growth companies under the Exchange Act. The differences include, but are not limited to, being required to file only annual and semiannual reports, rather than annual and quarterly reports. Annual reports are due within 120 calendar days after the end of the issuer’s fiscal year, and semiannual reports are due within 90 calendar days after the end of the first six months of the issuer’s fiscal year. If we elect not to become a public reporting company our common stock will not be permitted to trade on a national securities exchange such as Nasdaq. Instead, we intend in this case to have our common stock quoted on OTCQX.

In either case, we will be subject to ongoing public reporting requirements that are less rigorous than Exchange Act rules for companies that are not “emerging growth companies,” and our stockholders could receive less information than they might expect to receive from more mature public companies.

If securities industry analysts do not publish research reports on us, or publish unfavorable reports on us, then the market price and market trading volume of our common stock could be negatively affected.

Any trading market for our common stock will be influenced in part by any research reports that securities industry analysts publish about us. We do not currently have and may never obtain research coverage by securities industry analysts. If no securities industry analysts commence coverage of us, the market price and market trading volume of our common stock could be negatively affected. In the event we are covered by analysts, and one or more of such analysts downgrade our securities, or otherwise reports on us unfavorably, or discontinues coverage of us, the market price and market trading volume of our common stock could be negatively affected.

Because we do not intend to pay dividends on our common stock, you must rely on stock appreciation for any return on your investment.

We presently intend to retain any future earnings and do not expect to pay any dividends in the foreseeable future. As a result, you must rely on stock appreciation and a liquid trading market for any return on your investment. If an active and liquid trading market does not develop, you may be unable to sell your shares of common stock at or above the initial public offering price or at the time you would like to sell.

The protection provided by the federal securities laws relating to forward-looking statements does not apply to us. The lack of this protection could harm us in the event of an adverse outcome in a legal proceeding relating to forward-looking statements made by us.

Although federal securities laws provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to certain issuers, including issuers that do not have their equity traded on a recognized national securities exchange. Our common stock currently does not trade on any recognized national securities exchange. As a result, we will not have the benefit of this safe harbor protection in the event of any legal action based upon a claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading. The lack of this protection in a contested proceeding could harm our financial condition.

We could issue “blank check” preferred stock without stockholder approval with the effect of diluting then current stockholder interests and impairing their voting rights, and provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable.

Our certificate of incorporation authorizes the issuance of up to _____ shares of “blank check” preferred stock with designations, rights and preferences as may be determined from time to time by our board of directors. Accordingly, our board of directors is empowered, without stockholder approval, to issue a series of preferred stock with dividend, liquidation, conversion, voting or other rights which could dilute the interest of, or impair the voting power of, our common stockholders. The issuance of a series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control. For example, it would be possible for our board of directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of our company. In addition, advanced notice is required prior to stockholder proposals.

Delaware law also could make it more difficult for a third party to acquire us. Specifically, provisions of the Delaware General Corporation Law may have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by our stockholders.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements under “Offering Circular Summary,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Our Business” and elsewhere in this Offering Circular constitute forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “should,” “will” and “would” or the negatives of these terms or other comparable terminology.

You should not place undue reliance on forward looking statements. The cautionary statements set forth in this Offering Circular, including in “Risk Factors” and elsewhere, identify important factors which you should consider in evaluating our forward-looking statements. These factors include, among other things:

- our dependence upon external sources for the financing of our operations, particularly given that our auditors’ report for our 2015 and 2016 financial statements, which are included as part of this Offering Circular, contains a statement concerning our ability to continue as a “going concern;”
- our ability to effectively execute our growth and expansion strategies;
- changes in the live entertainment market;
- our limited operating history;
- the valuation of assets reflected on our financial statements;
- our reliance on continued access to financing;
- our reliance on information provided and obtained by third parties;
- federal, state, and foreign regulatory matters;
- additional expenses, not reflected in our operating history, related to being a public reporting company;
- competition, not only in the live entertainment market, but also for traditional movie theaters and digital entertainment generally; and
- covenants contained in our license agreements.

Although the forward-looking statements in this Offering Circular are based on our beliefs, assumptions and expectations, taking into account all information currently available to us, we cannot guarantee future transactions, results, performance, achievements or outcomes. No assurance can be made to any investor by anyone that the expectations reflected in our forward-looking statements will be attained, or that deviations from them will not be material and adverse. We undertake no obligation, other than as maybe be required by law, to re-issue this Offering Circular or otherwise make public statements updating our forward-looking statements.

USE OF PROCEEDS

If we sell Shares for aggregate gross proceeds of \$10,000,000, our net proceeds (after underwriting commissions of \$_____ and our estimated other Offering expenses of \$_____) will be \$_____. We intend to use these net proceeds as follows:

- Establishing hologram theaters;
- Buying and aggregating complementary businesses;
- Accelerating marketing and promotional activities; and
- Working capital and general corporate purposes.

The precise amounts that we will devote to each of the foregoing items, and the timing of expenditures, will vary depending on numerous factors.

The following table sets forth a breakdown of our estimated use of our net proceeds as we currently expect to use them, assuming the sale of, respectively, 100%, 75%, 50% and 25% of the shares (based on an offering amount of \$10,000,000).

<u>Assumed Percentage of Shares Sold</u>	100%	75%	50%	25%
Price to public	\$	\$	\$	\$
Underwriting commissions				
Other offering expenses				
Net proceeds	\$	\$	\$	\$
Establishing hologram theaters	\$	\$	\$	\$
Buying and aggregating complementary businesses				
Accelerating marketing and promotional activities				
Working capital and general corporate purposes				
Total use of proceeds				

~~Our~~ One of our core strategy growth and expansion strategies is to establish hologram theaters in prominent locations at from which ~~we will sell~~ receive revenues from tickets and merchandise sales to audiences attending our-original holographic productions, with brands purchasing exclusive title rights to shows and signage. See “Business – Our Growth and Expansion Strategy yies – Expand our Holographic Entertainment Offerings.”

We also intend to use a portion of our net proceeds to finance acquisitions of complementary businesses and to support the transition and integration of acquired operations with our ongoing business as a part of our growth and expansion strategy yies. Among other proposed complementary business acquisitions, potential targets include 360° panoramic video camera solutions, video streaming support device manufacturers, specialized advertising networks and live performance venues for the staging of hologram projection programs and sales of related merchandise to live audiences. We currently have no commitments or agreements with respect to any such acquisitions, and there can be no assurance that we will complete any acquisitions in the future or that we will successfully integrate the business of companies we do acquire. See “Business – Our Growth and Expansion Strategy yies – Complete Selected Complementary Acquisitions.”

Following this Offering, we intend to increase our spending for marketing and promotion through various channels, including direct sales, organic search, paid search, digital advertising, email marketing, social media, retargeting, affiliate marketing, and broad-based media such as targeted video ads, as well as through strategic partnerships. We anticipate that at least 50% of these expenditures will include salaries and benefits of an expanded internal sales team.

Funds for working capital and general corporate purposes include amounts required to pay officers' salaries, consulting fees, professional fees, ongoing public reporting costs, computer equipment costs, data streaming transmission costs, office-related expenses and other corporate expenses.

The expected use of net proceeds from this Offering represents our intentions based upon our current plans and business conditions, which could change in the future as our plans and business conditions evolve and change. The amounts and timing of our actual expenditures may vary significantly depending on numerous factors. As a result, our management will retain broad discretion over the allocation of the net proceeds from this Offering.

Pending use of the proceeds of this Offering, we will invest the net proceeds of this Offering in short-term, investment grade, interest-bearing instruments. We currently anticipate that the net proceeds of this Offering, assuming the maximum offering amount is raised, together with our available funds, will be sufficient to meet our anticipated needs for working capital and capital expenditures through at least [18] months following the closing of this Offering.

In the event we do not sell all of the shares, we may seek additional financing from other sources in order to support the intended use of proceeds indicated above. If we secure additional equity funding, investors in this Offering would be diluted with respect to their percentage ownership in our company. In all events, there can be no assurance that additional financing would be available to us when desired or needed and, if available, on terms acceptable to us.

CAPITALIZATION

The following table sets forth our capitalization as of ~~December 31, 2016~~ June 30, 2017:

- on an actual basis; and
- on a pro forma basis, assuming as adjusted to give effect to (a) the sale in this Offering of the maximum number of shares, at the price to the public of \$8.00 per share, resulting in net proceeds to us of \$_____ (after deducting underwriting commissions of \$_____ and our estimated other Offering expenses of \$_____ —), and (b) the automatic conversion of the convertible promissory note in the principal amount of \$3,000,000 issued in August 2017 into _____ shares of our common stock, representing net proceeds of \$_____, upon the initial closing of this Offering.

	Actual (unaudited)	Assuming Maximum Offering Amount (unaudited)
Cash and cash equivalents	\$	\$
Long term debt – convertible promissory note		
Stockholders' (deficit) equity:		
Common stock		
Additional paid-in capital		
Accumulated deficit		
Treasury stock <u>Total stockholders' (deficit) equity</u>		

Total capitalization

You should read this table together with our financial statements as of and for the years ended December 31, 2016 and 2015 and our unaudited financial statements as of and for the ~~ninesix~~ months ended ~~September~~ June 30, 2017 and 2016, and the related notes thereto, included elsewhere in this Offering Circular. Our use of proceeds from this Offering is discussed under "Use of Proceeds."

The table above excludes (unless stated otherwise above):

- _____ shares ~~that will become available~~ reserved for future ~~issuance~~ grants pursuant to the exercise of stock options and other equity awards under our 2017 Incentive Compensation Plan, which we expect to adopt in connection with this Offering; and
- _____ shares issuable upon exercise of the warrants to be issued to the Underwriter, or its designated affiliates, in connection with this Offering.

To the extent such stock options or warrants are hereafter exercised, or awards made under such equity compensation plan result in the issuance of additional shares of our common stock, there will be further dilution to our investors in the Offering.

DILUTION

Dilution in net tangible book value per share to new investors is the amount by which the offering price paid by the purchasers of the shares of common stock sold in the Offering exceeds the pro forma net tangible book value per share of common stock after the Offering. Net tangible book value per share is determined at any date by subtracting our total liabilities from the total book value of our tangible assets and dividing the difference by the number of shares of common stock deemed to be outstanding at that date.

The pro forma net tangible book value of our common stock as of ~~September~~June 30, 2017 was approximately \$ _____, or \$ ___ per share.

After giving the effect to the sale of 1,250,000 shares of our common stock in the Offering at the price to the public of \$8.00 per share and after deducting the underwriting commissions and our estimated offering expenses, the pro forma net tangible book value would be approximately \$ _____, or \$ ___ per share. This represents an immediate increase in net tangible book value of \$ ___ per share to existing stockholders and an immediate dilution of \$ ___ per share to new investors purchasing shares of common stock in the Offering. The following table illustrates this substantial and immediate per share dilution to new investors.

The following table illustrates this dilution on a per share basis:

Assumed initial public offering price per share of common stock		\$	8.00
Pro forma net tangible book value per share before giving effect to the Offering	\$		
Increase in net tangible book value per share attributable to the sale of common stock in the Offering (1)			
Pro forma net tangible book value per share after giving effect to the Offering			
Dilution in net tangible book value per share to new investors (2)		\$	

(1) After deducting the underwriting commissions and estimated expenses payable by us in the Offering.

(2) Dilution is determined by subtracting pro forma net tangible book value per share after giving effect to the offerings from the initial public offering price per share paid by a new investor.

The following table sets forth, assuming the sale of 1,250,000 shares of our common stock offered for sale in this Offering, as of ~~September~~June 30, 2017, the total number of shares previously issued and sold to existing investors, the total consideration paid for the foregoing and the average price per share. As the table shows, new investors purchasing shares of common stock may in certain circumstances pay an average price per share substantially higher than the average price per share paid by our existing stockholders.

	Number of Shares	Purchased Percent	Total Amount	Consideration Percent
Existing stockholders		%	\$	%
New investors	1,250,000	%	10,000,000	%
Total		100.00%	\$	100.00%

UNDERWRITING

Engagement Agreement with the Underwriter

We are currently party to an engagement agreement with the Underwriter. The term of the engagement agreement began on _____, 2017 and will continue until _____, 2017 (subject to extension for an additional six-month period under the same terms and conditions by mutual written agreement of the parties), unless one of the following events occurs prior to _____, 2017, in which case the engagement agreement would be terminated early:

- we or the Underwriter terminate the agreement for any reason;
- we execute a definitive underwriting agreement with the Underwriter; or
- we decide not to proceed with the Offering or withdraw any offering statement submitted to or filed with the SEC.

Underwriting Commission. We have agreed that the definitive underwriting agreement will provide for us to pay a commission of ___% of the gross proceeds received by us in the Offering, which may be allocated by the Underwriter to members of the selling group and soliciting dealers in its sole discretion.

Offering Expenses. We are responsible for all Offering fees and expenses, including the following: (i) fees and disbursements of our legal counsel, accountants and other professionals we engage; (ii) fees and expenses incurred in the production of Offering documents, including design, printing, photography and written material procurement costs; (iii) all filing fees, including those charged by the Financial Industry Regulatory Authority (FINRA); and (iv) our transportation, accommodation and other roadshow expenses. We have agreed to reimburse the Underwriter for its reasonable legal fees and expenses. We must pre-approve in writing any expenses in excess of \$1,000.

Reimbursable Expenses in the Event of Termination. In the event the Offering does not close or the engagement agreement is terminated for any reason, we have agreed to reimburse the Underwriter for all unreimbursed, reasonable out-of-pocket fees, expenses and disbursements, including the Underwriter's legal fees. Additionally, the Underwriter will be entitled to a commission if we complete a transaction with a party which became aware of the us or which became known to us prior to such termination during the 12-month period following the termination of the engagement agreement.

Future Services. We agreed to provide the Underwriter with the right of first refusal for one year from the date of the consummation of a transaction or termination of the engagement agreement to act as financial advisor or to act as joint financial advisor on at least equal economic terms on any public or private financing (debt or equity), merger, business combination, recapitalization or sale of some or all of the equity or assets of our company (collectively, "Future Services"). In the event we notify the Underwriter of our intention to pursue an activity that would enable the Underwriter to exercise its right of first refusal to provide Future Services, the Underwriter will notify us of its election to provide such Future Services, including notification of the compensation and other terms to which the Underwriter claims to be entitled, within 30 days of written notice by us. In the event we engage the Underwriter to provide such Future Services, the Underwriter will be compensated consistent with the terms set forth in the engagement agreement, unless mutually agreed otherwise by us and the Underwriter.

Underwriter's Warrants

Upon each closing of this Offering, we have agreed to issue certain warrants (the "Underwriter's Warrants") to the Underwriter to purchase a number of shares of the common stock equal to ___% of the total shares of the common stock sold in such closing. The Underwriter's Warrants are exercisable from the date of the applicable closing through the close of business on the five year anniversary of such closing. The Underwriter's Warrants are

not redeemable by us. The exercise price for the Underwriter's Warrants will be the amount that is 120% of the public offering price, or \$9.60 per share. The Underwriter's Warrants may be exercised on a cashless exercise basis.

The Underwriter's Warrants and the common stock underlying the Underwriter's Warrants have been deemed compensation by FINRA and are therefore subject to a 180-day lock-up pursuant to Rule 5110(g)(1) of FINRA. The Underwriter, or permitted assignees under such rule, may not exercise, sell, transfer, assign, pledge, or hypothecate the Underwriter's Warrants or the common stock underlying the Underwriter's Warrants, nor will the Underwriter or permitted assignees engage in any hedging, short sale, derivative, put, or call transaction that would result in the effective economic disposition of the Underwriter's Warrants or the underlying shares for a period of 180 days from the applicable closing, except that they may be transferred, in whole or in part, by operation of law or by reason of our reorganization, or to any underwriter or selected dealer participating in the Offering and their officers or partners if the Underwriter's Warrants or the underlying shares so transferred remain subject to the foregoing lock-up restrictions for the remainder of the time period. The Underwriter's Warrants will provide for adjustment in the number and price of the Underwriter's Warrants and the shares underlying such Underwriter's Warrants in the event of recapitalization, merger, stock split, or other structural transaction, or a future financing undertaken by us.

Lock-Up Agreements

We and our officers, directors and more than 5% holders of our common stock as of the qualification of the Offering Statement have agreed, or will agree, with the Underwriter, subject to certain exceptions, that, without the prior written consent of the Underwriter, we and they will not, directly or indirectly, during the period ending 180 days after the date of the final closing of the Offering:

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any shares of the common stock or any securities convertible into or exchangeable or exercisable for the common stock, whether now owned or hereafter acquired by the undersigned or with respect to which the undersigned has or hereafter acquires the power of disposition; or
- enter into any swap or any other agreement or any transaction that transfers, in whole or in part, the economic consequence of ownership of the common stock, whether any such swap or transaction is to be settled by delivery of the common stock or other securities, in cash or otherwise.

This agreement does not apply, in our case, to securities issued pursuant to existing employee benefit plans or securities issued upon exercise of options, and other exceptions, and in the case of our officers, directors and other holders of our securities, exercise of stock options issued pursuant to a stock option or similar plans, and other exceptions.

Exchange Listing

We will apply to Nasdaq to list shares of our common stock under the trading symbol "HOLO." In order to meet one of the requirements for listing our common stock on Nasdaq, the Underwriter intends to sell lots of 100 or more shares to a minimum of 300 beneficial holders. Our common stock will not commence trading on Nasdaq until each of the following conditions are met: (i) the Offering is terminated; and (ii) we have filed a post-qualification amendment to the Offering Statement and a registration statement on Form 8-A; and such post-qualification amendment is qualified by the SEC and the Form 8-A has become effective. Pursuant to applicable rules under Regulation A, the Form 8-A will not become effective until the SEC qualifies the post-qualification amendment. We intend to file the post-qualification amendment and request its qualification immediately prior to the termination of the Offering in order that the Form 8-A may become effective as soon as practicable. Even if we meet the minimum requirements for listing on Nasdaq, we may wait before terminating the Offering and commencing the trading of our common stock on Nasdaq in order to raise additional proceeds. As a result, you may experience a delay between the closing of your purchase of shares of our common stock and the commencement of exchange trading of our common stock on Nasdaq.

If we fail to meet the minimum requirements for listing on Nasdaq, we will seek quotation of our common stock on the OTCQX marketplace and would anticipate quotation on the OTCQX to begin following the termination of this Offering.

Pricing of the Offering

Prior to the Offering, there has been no public market for our common stock. The initial public offering price was determined by negotiation between us and the Underwriter. The principal factors considered in determining the initial public offering price include:

- the information set forth in this Offering Circular and otherwise available to the Underwriter;
- our history and prospects and the history of and prospects for the industry in which we compete;
- our past and present financial performance;
- our prospects for future earnings and the present state of our development;
- the general condition of the securities markets at the time of this Offering;
- the recent market prices of, and demand for, publicly traded common stock of generally comparable companies; and
- other factors deemed relevant by the Underwriter and us.

Indemnification and Control

We have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act. If we are unable to provide this indemnification, we will contribute to the payments the Underwriter and its affiliates and controlling persons may be required to make in respect of these liabilities.

The Underwriter and its affiliates are engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The Underwriter and its affiliates may in the future perform various financial advisory and investment banking services for us, for which they received or will receive customary fees and expenses.

Our Relationship with the Underwriter

In the ordinary course of their various business activities, the Underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The Underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

Investment Limitations if We Do Not Obtain a Listing on a National Securities Exchange

As set forth in Title IV of the JOBS Act, there are no limits on how many shares an investor may purchase if the Offering results in a listing of our common stock on Nasdaq or other national securities exchange. The following would apply only if we are unable to obtain a listing on a national securities exchange and we seek for our common stock to trade on a platform of the OTC Markets.

Generally, in the case of trading on the over-the-counter markets, no sale may be made to you in this Offering if the aggregate purchase price you pay is more than 10% of the greater of your annual income or net worth (please see under “How to calculate your net worth”). Different rules apply to accredited investors and non-natural persons. Before making any representation that your investment does not exceed applicable thresholds, we encourage

you to review Rule 251(d)(2)(i)(C) of Regulation A. For general information on investing, we encourage you to refer to *www.investor.gov*.

Because this is a Tier 2, Regulation A offering, most investors in the case of trading on the over-the-counter markets must comply with the 10% limitation on investment in the Offering. The only investor in this Offering exempt from this limitation is an “accredited investor” as defined under Rule 501 of Regulation D under the Securities Act (an “Accredited Investor”). If you meet one of the following tests you should qualify as an Accredited Investor:

(i) You are a natural person who has had individual income in excess of \$200,000 in each of the two most recent years, or joint income with your spouse in excess of \$300,000 in each of these years, and have a reasonable expectation of reaching the same income level in the current year;

(ii) You are a natural person and your individual net worth, or joint net worth with your spouse, exceeds \$1,000,000 at the time you purchase Shares (please see below under “How to calculate your net worth”);

(iii) You are an executive officer or general partner of the issuer or a manager or executive officer of the general partner of the issuer;

(iv) You are an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the Code, a corporation, a Massachusetts or similar business trust or a partnership, not formed for the specific purpose of acquiring the Shares, with total assets in excess of \$5,000,000;

(v) You are a bank or a savings and loan association or other institution as defined in the Securities Act, a broker or dealer registered pursuant to Section 15 of the Exchange Act, an insurance company as defined by the Securities Act, an investment company registered under the Investment Company Act of 1940 (the “Investment Company Act”), or a business development company as defined in that act, any Small Business Investment Company licensed by the Small Business Investment Act of 1958 or a private business development company as defined in the Investment Advisers Act of 1940;

(vi) You are an entity (including an Individual Retirement Account trust) in which each equity owner is an accredited investor;

(vii) You are a trust with total assets in excess of \$5,000,000, your purchase of Shares is directed by a person who either alone or with his purchaser representative(s) (as defined in Regulation D promulgated under the Securities Act) has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment, and you were not formed for the specific purpose of investing in the Shares; or

(viii) You are a plan established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees, if such plan has assets in excess of \$5,000,000.

Offering Period and Expiration Date

This Offering will start on or after the date that the Offering is qualified by the SEC and will terminate on the Termination Date.

Procedures for Subscribing

U.S. investors who participate in this Offering other than through an online brokerage account, including through selected dealers, will be required to deposit their funds in an escrow account held at [\[City National Bank\]](#); any such funds that [\[City National Bank\]](#) receives will be held in escrow until the applicable closing of the Offering or such other time as mutually agreed between us and the Underwriter, and then used to complete securities purchases, or returned if this Offering fails to close.

Non-U.S. investors may participate in this Offering by depositing their funds in the escrow account held at ~~_____~~ [\[City National Bank\]](#); any such funds that ~~_____~~ [\[City National Bank\]](#) receives will be held in escrow until the applicable closing of the Offering or such other time as mutually agreed between us and the Underwriter, and then used to complete securities purchases, or returned if this Offering fails to close.

Right to Reject Subscriptions. After we receive your complete, executed subscription agreement (forms of which are attached to the Offering Statement as Exhibits 4.1 and 4.2) and the funds required under the subscription agreement have been transferred to the escrow account, we have the right to review and accept or reject your subscription in whole or in part, for any reason or for no reason. We will return all monies from rejected subscriptions immediately to you, without interest or deduction.

Acceptance of Subscriptions. Upon our acceptance of a subscription agreement, we will countersign the subscription agreement and issue the shares subscribed at closing. Once you submit the subscription agreement and it is accepted, you may not revoke or change your subscription or request your subscription funds. All accepted subscription agreements are irrevocable.

Under Rule 251 of Regulation A, if our common stock will not trade on a national securities exchange, non-accredited, non-natural investors are subject to the investment limitation and may only invest funds which do not exceed 10% of the greater of the purchaser's revenue or net assets (as of the purchaser's most recent fiscal year end). If our Common Stock will not trade on a national securities exchange, a non-accredited, natural person may only invest funds which do not exceed 10% of the greater of the purchaser's annual income or net worth (please see below on how to calculate your net worth).

How to Calculate Net Worth. For the purposes of calculating your net worth, it is defined as the difference between total assets and total liabilities. This calculation must exclude the value of your primary residence and may exclude any indebtedness secured by your primary residence (up to an amount equal to the value of your primary residence). In the case of fiduciary accounts, net worth and/or income suitability requirements may be satisfied by the beneficiary of the account or by the fiduciary, if the fiduciary directly or indirectly provides funds for the purchase of the shares.

In order to purchase the shares and prior to the acceptance of any funds from an investor, an investor will be required to represent, to our satisfaction, that the investor is either an accredited investor or is in compliance with the 10% of net worth or annual income limitation on investment in this Offering.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of our operations together with our financial statements and the notes thereto appearing elsewhere in this Offering Circular. This discussion contains forward-looking statements reflecting our current expectations, whose actual outcomes involve risks and uncertainties. Actual results and the timing of events may differ materially from those stated in or implied by these forward-looking statements due to a number of factors, including those discussed in the sections entitled "Risk Factors," "Cautionary Statement regarding Forward-Looking Statements" and elsewhere in this Offering Circular.

[DRAFT TO BE PREPARED BY HOLOGRAM]

Overview

We are an experienced holographic next-generation production company that integrates hologram, virtual reality, 360-degree video and streaming video to provide distinctive and original entertainment experiences to a diverse, young and socially-conscious global audience. We own our unique patent-protected hologram projection technology and hold exclusive rights to commercially exploit holographic images and performances of an array of famous entertainers. We produce live, life-size hologram shows, display hologram programs in our hologram theaters, and license our technology and content to theaters and venues across North America. ~~On~~In September ~~28,~~ 2017, we ~~opened our~~collaborated in the opening of a flagship hologram theater in Los Angeles, California on Hollywood Boulevard's "Walk of Fame," with which included a never before seen feature length hologram performance.

We hold the exclusive global hologram projection distribution rights for all media for original holographic shows in which the holograms of ~~[Whitney Houston~~Dean Martin, Bing Crosby, Billie Holiday, Tammy Wynette, ~~The Jackson 5~~ and Jackie Wilson] and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as "resurrection shows." These shows were developed for us in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from Mr. David's company, which is the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. Our hologram technology has been used by major global brands, political campaigns and a ~~network of theme parks~~ to enhance audience engagement worldwide. We have ~~partnered~~collaborated with Universal Music Group to project current living artists in live hologram performances for stage and television, including Florida Georgia Line and The Band Perry with ABC Television (Disney) and Jimmy Kimmel Live! We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory~~comedy clubs and live music concerts ~~in partnership~~ with Universal Music and Universal Music Latin America.

Since our inception, we have been an innovator in holographic entertainment. In September 2016, we won two Internet Marketing Association IMPACT Awards for Innovator of the Year and Best New Marketing Platform in recognition of our work with patented holographic projection technology. Our significant experience and unwavering commitment to this space has resulted in the creation of a sophisticated back-end system to support our technology. This technology includes proprietary holographic production and display systems.

We monetize our hologram technology through the production of live and recorded holographic performance and events, sales of concessions and merchandise related to our holographic eventsperformances, the licensing of our hologram technology and distribution of holographic content to media networks and websites administered by companies controlled by Alki David. With the net proceeds of this public offeringOffering, we plan to further expand our holographic entertainment events and content offerings to become the leading holographic entertainment company. ~~We were founded by media entrepreneur Alki David in [____ 2014] and launched our holographic events in [____ 2015]. We manage our business from our headquarters in Beverly Hills, California.~~

~~Our~~ One of our core strategies is to establish hologram theaters in prominent locations at from which we will sell tickets receive revenues from ticket and merchandise sales to audiences attending our original holographic productions, with brands purchasing exclusive title rights to shows and signage. ~~We intend~~ Our goal is to open roll out up to 150 hologram theaters within existing cineplexes or as standalone theaters, ~~including our flagship theater on Hollywood Boulevard's "Walk of Fame,"~~ with each hologram theater holding an average of 200 seats. ~~We believe we can retrofit a theater within six weeks to install our hologram technology, at a cost of \$200,000 to \$400,000, for which we would provide financing to our theater partners. We believe each hologram theater could show up to eight performances per day. We would expect our theaters to be open 335 days per year with attendance of at least 15% of capacity and a ticket price of \$20 to \$40 per person, per show. Further revenue would be generated from concessions and merchandise sales at our theaters and from brand advertising and brand integration in our holographic content. Ticket and merchandising revenues would be split equally with theater owners. We also intend to partner with record labels and iconic estates to create several three minute karaoke like hologram experiences called the "Make Your Own Hologram Experience" at Hologram USA gift stores, which will include shows by living and late artists. The Hologram USA gift store charges \$60 to \$300 for the hologram experience~~ 100 seats.

We intend to grow both organically and through acquisitions. We seek to acquire and operate companies that could augment or complement our current offerings through the addition of content licensing and pay-per-view arrangements, content distribution agreements, platform white label service arrangements and production services. We currently have no commitments or agreements with respect to any such acquisitions, and there can be no assurance that we will complete any acquisitions in the future.

~~{ORGANIZATIONAL BACKGROUND INFORMATION NEEDED}~~

Revenue Model

We intend to monetize our hologram productions by creating original holograms that can be used by us for theatrical productions and by our customers for new product launches or corporate/brand imagery at consumer events, press events, conferences, conventions and other corporate events. The holographic images can also be sold to customers, so that they can be re-used in perpetuity. We also plan to use and repurpose holographic content as branded content in commercials and promotions and as content for our virtual reality applications. As of ~~October~~ September 2017, we have begun establishing installing hologram theaters in prominent locations at from which we will sell tickets receive revenues from ticket and merchandise sales to audiences attending our original holographic productions, with brands purchasing exclusive title rights to shows and signage. Our theater network will include theaters located in Los Angeles, California ~~on the Hollywood Walk of Fame~~, at the National Comedy Center in Jamestown, New York, at the Regal Avalon in Chicago, Illinois, at the Fox Theater in Foxwoods, Connecticut, at the Landmark Theater in Indianapolis, Indiana, at the Civic Theater in New Orleans, Louisiana, at the Saratoga Casino in Saratoga Springs, New York, and at the Twin River Casino in Rhode Island.

We believe we can retrofit a theater within six weeks to install our hologram technology, at a cost of \$200,000 to \$400,000, for which we would provide financing to our theater partners. We believe each hologram theater could show up to eight performances per day. We would expect our theaters to be open 335 days per year with attendance of at least 15% of capacity and a ticket price of \$20 to \$40 per person, per show. Further revenue would be generated from concessions and merchandise sales at our theaters and from brand advertising and brand integration in our holographic content. Ticket and merchandising revenues would be split equally with theater owners. We also intend to partner with record labels, music studios and iconic estates to create several three-minute karaoke-like hologram experiences called the "Make Your Own Hologram Experience" at Hologram USA gift stores, which will include shows by living and late artists. The Hologram USA gift store ~~charges~~ expects to charge \$60 to \$300 for the hologram experience.

The licensing of our hologram technology and distribution of holographic content to media networks and websites administered by companies controlled by Alkiviades (Alki) David, our Chairman and Chief Executive Officer, is can be another source of revenue for our company. Our hologram shows can be formatted for virtual reality device, streaming video and television viewing. In addition, we may license our patented technologies and content creation skills to third parties to create custom holographic content.

To date, our operations have been financed by Alkiviades (Alki) David, our Chairman and Chief Executive Officer. As of the closing of this Offering, we will have no outstanding indebtedness.

Matters that May or Are Currently Affecting Our Business

The primary challenges and trends that could affect or are affecting our financial results include:

- Our ability to establish hologram theaters and attract paying audiences to them;
- Our ability to obtain additional financing for the continued acquisition, management and distribution of theaters and holographic content, if and when needed;
- Our ability to attract competent, skilled technical and sales personnel for our operations at acceptable prices to manage our overhead; and
- Our ability to control our operating expenses as we expand our organization and entertainment offerings.

Critical Accounting Policies and Estimates

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the consolidated financial statements in the period they are determined.

We believe that, of the significant accounting policies discussed in Note 2 of Notes to consolidated Financial Statements, the following accounting policies require our most difficult, subjective or complex judgments in the preparation of our consolidated financial statements.

[TO COME]

Results of Operations

~~NineSix~~ Months Ended ~~September~~June 30, 2017 Compared to ~~NineSix~~ Months Ended ~~September~~June 30, 2016

The following table sets forth the comparisons for the results of our operations for the ~~nine ended-September 30, 2017 compared to our results of operations for the ninesix~~ months ended ~~September~~June 30, ~~2016-2017 and 2016~~.

~~[RESULTS TO COME]~~Results and text to follow]

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

The following table sets forth the [comparisons for the](#) results of our operations for the years ended December 31, 2016 ~~compared to our results of operations for the year ended December 31, 2015, and 2015:~~

	<u>2016</u>	<u>2015</u>
<u>Revenues, net</u>	\$ <u>993</u>	\$ <u>572</u>
<u>Cost of revenues</u>	<u>(763)</u>	<u>(473)</u>
<u>Gross profit</u>	<u>230</u>	<u>99</u>
<u>Gross profit margin</u>	<u>23%</u>	<u>17%</u>
<u>Operating expenses</u>	<u>3,749</u>	<u>4,963</u>
<u>Other Income</u>	<u>455</u>	<u>110</u>
<u>Loss before provision for income taxes</u>	\$ <u>(3,064)</u>	\$ <u>(4,754)</u>

~~[RESULTS TO COME]~~[Text to follow](#)

Liquidity and Capital Resources

On August 24, 2017, we entered into a Note Purchase Agreement with _____, an entity controlled by an unaffiliated family member of Alki David, our Chairman and Chief Executive Officer, pursuant to which we issued to the investor a ~~C~~convertible ~~P~~promissory ~~N~~note due September 30, 2019, in the principal amount of \$3,000,000. The note was funded in two equal installments in August and September 2017, and accrues interest at a rate of 1.29% per annum from the date of funding, payable at maturity. The entire principal amount of the note is automatically convertible into shares of our common stock concurrently with the closing of this Offering at a conversion price per share equal to 66.67% of the gross price per share of common stock to be received by us in this Offering.

~~[MORE TO FOLLOW]~~[Text to follow](#)

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

Seasonality

Our revenues and results of operations have fluctuated in the past, and will likely continue to fluctuate, on a quarterly basis. Such fluctuations are the result of a seasonal pattern that reflects variations in customer theater attendance. Our audience attendance is generally greatest during the summer months and slowest in the winter.

Impact of Inflation

We believe that inflation has not had a material impact on our results of operations for the years ended December 31, 2016 and 2015. We cannot assure you that future inflation will not have an adverse impact on our operating results and financial condition.

Controls and Procedures

Recently Issued Accounting Pronouncements

~~[PRONOUNCEMENTS TO COME]~~ [Pronouncements from F pages](#)

JOBS Act

On April 5, 2012, the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, was enacted. Section 107 of the JOBS Act provides that an “emerging growth company” can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. This means that an “emerging growth company” can make an election to delay the adoption of certain accounting standards until those standards would apply to private companies. We have elected to delay such adoption of new or revised accounting standards and, as a result, we may not comply with new or revised accounting standards at the same time as other public reporting companies that are not “emerging growth companies.” This exemption will apply for a period of five years following our first sale of common equity securities under an effective registration statement or until we no longer qualify as an “emerging growth company” as defined under the JOBS Act, whichever is earlier.

Quantitative and Qualitative Disclosures about Market Risk

We conduct our operations in the United States dollar. We are not exposed to foreign exchange rate fluctuations

We currently have no material exposure to interest rate risk. In the future, we intend to invest our excess cash primarily in money market funds, debt instruments of the United States government and its agencies and in high quality corporate bonds and commercial paper. Due to the short-term nature of these investments, we do not believe that there will be material exposure to interest rate risk arising from our investments.

OUR BUSINESS

About Us

We are an experienced holographic next-generation production company that integrates hologram, virtual reality, 360-degree video and streaming video to provide distinctive and original entertainment experiences to a diverse, young and socially-conscious global audience. We own our unique patent-protected hologram projection technology and hold exclusive rights to commercially exploit holographic images and performances of an array of famous entertainers. We produce live, life-size hologram shows, display hologram programs in our hologram theaters, and license our technology and content to theaters and venues across North America. ~~On~~In September ~~28,~~ 2017, we ~~opened our~~collaborated in the opening of a flagship hologram theater in Los Angeles, California on Hollywood Boulevard's "Walk of Fame," ~~with~~which included a never before seen feature length hologram performance.

We hold the exclusive global hologram projection distribution rights for all media for original holographic shows in which the holograms of ~~{Whitney Houston Dean Martin, Bing Crosby,~~ Billie Holiday, Tammy Wynette, ~~The Jackson 5~~ and Jackie Wilson} and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as "resurrection shows." These shows were developed for us in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from Mr. David's company, which is the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. Our hologram technology has been used by major global brands, political campaigns and a ~~{network of theme parks}~~ to enhance audience engagement worldwide. We have ~~partnered~~collaborated with Universal Music Group to project current living artists in live hologram performances for stage and television, including Florida Georgia Line and The Band Perry with ABC Television (Disney) and Jimmy Kimmel Live! We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory~~comedy club and live music concerts ~~in partnership~~ with Universal Music and Universal Music Latin America.

Since our inception, we have been an innovator in holographic entertainment. In September 2016, we won two Internet Marketing Association IMPACT Awards for Innovator of the Year and Best New Marketing Platform in recognition of our work with patented holographic projection technology. Our significant experience and unwavering commitment to this space has resulted in the creation of a sophisticated back-end system to support our technology. This technology includes proprietary holographic production and display systems.

We monetize our hologram technology through the production of live and recorded holographic performances and events, sales of concessions and merchandise related to our holographic ~~events~~performances, the licensing of our hologram technology and distribution of holographic content to media networks and websites administered by companies controlled by Alki David. With the net proceeds of this ~~public offering~~Offering, we plan to further expand our holographic entertainment events and content offerings to become the leading holographic entertainment company. We were founded by media entrepreneur Alki David in ~~{_____ 2014}~~2012 and launched our holographic events in ~~{_____ 2015}~~2014. We manage our business from our headquarters in Beverly Hills, California.

~~Our~~One of our core strategies ~~ies~~ is to establish hologram theaters in prominent locations ~~at~~from which we ~~will sell tickets~~receive revenues from ticket and merchandise sales to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. ~~We intend~~Our goal is to ~~open~~roll out up to 150 hologram theaters within existing cineplexes or as standalone theaters, ~~including our flagship theater on Hollywood Boulevard's "Walk of Fame,"~~ with each hologram theater holding an average of ~~200~~100 seats. We believe we can retrofit a theater within six weeks to install our hologram technology, at a cost of \$200,000 to \$400,000, for which we would provide financing to our theater partners. We believe each hologram theater could show up to eight performances per day. ~~We would~~ expect our theaters to be open 335 days per year with attendance of at least 15% of capacity and a ticket price of \$20 to \$40 per person, per show. Further revenue would be generated from concessions and merchandise sales at our theaters and from brand advertising and brand integration

in our holographic content. Ticket and merchandising revenues would be split equally with theater owners. We also intend to partner with record labels, [music studios](#) and iconic estates to create several three-minute karaoke-like hologram experiences called the “Make Your Own Hologram Experience” at Hologram USA gift stores, which will include shows by living and late artists. The Hologram USA gift store ~~charges~~[expects to charge](#) \$60 to \$300 for the hologram experience.

We intend to grow both organically and through acquisitions. We seek to acquire and operate companies that could augment or complement our current offerings through the addition of content licensing and pay-per-view arrangements, content distribution agreements, platform white label service arrangements and production services. We currently have no commitments or agreements with respect to any such acquisitions, and there can be no assurance that we will complete any acquisitions in the future.

Organizational Background

~~{ORGANIZATIONAL BACKGROUND INFORMATION NEEDED}~~

Our Industry³

Movie theaters in markets around the world are experiencing lower attendance every year. Movie theater attendance by the important consumer demographic known as “millennials” (young people ages 14 through 24) has declined each year since 2014. One example of the impact of this trend, as described by ~~{Variety}~~, has been in China, where after an astounding 50% growth in box office receipts in 2015, Chinese cinemas experienced their first decline in box office receipts in 2016 due to lower attendance by millennials. Instead of going to movie theaters, millennials increasingly consume content on smartphones and other personal digital devices.

To help increase attendance, movie theaters have been adding more sophisticated features such as 3-D and IMAX screens and surround sound speakers to create “only-in-the-theater” experiences that give audiences a more immersive viewing perspective. However, these features have done little to increase attendance at movie theaters.

Our Entertainment Offerings

We are uniquely positioned to license, create, aggregate and distribute our blend of high-quality, original and exclusive content in a cost-effective manner to a global audience that increasingly demands interactive content that is available across social networks and delivered through various electronic devices. We offer our holographic entertainment to audiences through multiple platforms, including live events, television events and through personal virtual reality devices.

We hold the exclusive global hologram projection distribution rights for all media for original holographic shows in which the holograms of ~~{Whitney Houston, Dean Martin, Bing Crosby, Billie Holiday, Tammy Wynette, The Jackson 5 and Jackie Wilson}~~ and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as “resurrection shows.” These shows were developed for us in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from Mr. David’s company, which is the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. Our hologram technology has been used by major global brands, political campaigns and a ~~{network of theme parks}~~ to enhance audience engagement worldwide. We have ~~partnered~~[collaborated](#) with Universal Music Group to project current living artists in live hologram performances for stage and television, including Florida Georgia Line and The Band Perry with ABC Television (Disney) and Jimmy Kimmel Live! We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory~~[comedy clubs](#) and live music concerts ~~in partnership~~ with Universal Music and Universal Music Latin America.

~~As of October 2017, we have begun~~[We plan to begin](#) rolling out our hologram theaters to a network of cinemas and theaters in prominent locations, each fitted with our patented hologram projection system to convert

~~³Please provide sources for any available market data on the movie and holographic entertainment industries.~~

theaters to live hologram performance platforms. ~~We plan~~Our goal is to roll out up to 150 theater locations across North America and abroad to project both live and recorded, pre-produced “resurrection” shows.

Below is a breakdown of our hologram-related entertainment offerings.

Holographic Content Distribution. We hold the exclusive hologram projection and distribution rights for all media for original holographic shows in which the holograms of famous deceased singers such as ~~[Whitney Houston, Dean Martin, Bing Crosby,~~ Billie Holiday, Tammy Wynette, ~~The Jackson 5~~ and Jackie Wilson] and comedians such as Bernie Mac, Red Foxx and Andy Kaufman perform for new live audiences, known as “resurrection shows.” These shows are developed for Hologram USA Productions Inc. in cooperation with HUSA Development Inc., a company affiliated with Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and distributed pursuant to a license from his company, the exclusive patent license holder in the United States and Canada of the projection system technology for presenting holographic shows. To date, no payments have been made to or by us pursuant to our distribution agreement with HUSA Development Inc.

Holographic Displays for Corporate Partners. Our hologram technology has been used by major global brands, political campaigns and a ~~f~~network of theme parks] to enhance audience engagement worldwide. We have also partnered with Universal Music Group to project current living artists in live hologram performances for stage and television. We also intend to produce holographic shows of live boxing, live mixed martial arts cage fights, live comedians in partnership with ~~the Laugh Factory,~~ comedy clubs and live music concerts in partnership with ~~Universal Music and Universal Music Latin America,~~ music studios, and create and produce “television events” that include hologram projection shows. Additional live hologram events we produced include holograms of [Jimmy Kimmel at the 2014, 2015 and 2016 Country Music Awards], a hologram of Jack Black being sent from Los Angeles to Madrid, a Juan Gabriel hologram for a tribute concert in February 2017, a hologram of Julian Assange appearing at the Nantucket Project, and holograms of ghosts at the Ghostbusters motion picture red carpet event. In addition, we produced content for the Christian Dior hologram fashion show in Shanghai, digitally resurrected Jenni Rivera for the Day of the Dead Festival and L Festival in Los Angeles, produced a variety of holograms for Netflix, MTV, and SciFi channel shows, beamed in a fourth judge to “La Banda,” a SyCo/Fremantle reality show on Univision, and our technology was featured by Dodge at the official Playboy Super Bowl Party in 2016. We have exclusive ~~deals~~arrangements beginning in 2018 with The National Comedy Center to provide it with holographic staging, licenses and content and with The Ronald Reagan Library to provide it with holographic staging and licenses.

Virtual Reality Experiences. Our diverse business model includes ~~the production~~producing and ~~sale~~of selling Hologram USA virtual reality headsets, on-site 360° video production and 360° video hosting on HologramUSA.com. Our HologramUSA.com virtual reality and 360° hosting center allows producers and entertainers to share their work with the world via our server, mobile 360° video player and free mobile apps. Hologram USA is at the forefront of virtual reality by providing virtual reality content along with the latest in 360° video technology. Hologram USA offers solutions for all stages of virtual reality and 360° video production, including shooting, stitching and viewing of fully spherical and immersive 360° videos and photos. ~~Our goal is~~We aim to be a leader in virtual reality and 360° video technology and content creation for entertainment purposes.

Our Revenue Model and Pricing

We intend to monetize our hologram productions by creating original holograms that can be used by us for theatrical productions and by our customers for new product launches or corporate/brand imagery at consumer events, press events, conferences, conventions and other corporate events. The holographic images can also be sold to customers, so that they can be re-used in perpetuity. We also plan to use and repurpose holographic content as branded content in commercials and promotions and as content for our virtual reality applications. As of ~~October~~September 2017, we have begun ~~establishing~~installing hologram theaters in prominent locations ~~at~~from which we ~~will sell tickets~~receive revenues from ticket and merchandise sales to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our theater network will include theaters located in Los Angeles, California ~~on the Hollywood Walk of Fame~~, at the National Comedy Center in Jamestown, New York, at the Regal Avalon in Chicago, Illinois, at the Fox Theater in Foxwoods, Connecticut, at the Landmark Theater in Indianapolis, Indiana, at the Civic Theater in New Orleans, Louisiana, at the Saratoga Casino in Saratoga Springs, New York, and at the Twin River Casino in Rhode Island.

We believe we can retrofit a theater within six weeks to install our hologram technology, at a cost of \$200,000 to \$400,000, for which we would provide financing to our theater partners. We believe each hologram theater could show up to eight performances per day. We ~~would~~ expect our theaters to be open 335 days per year with attendance of at least 15% of capacity and a ticket price of \$20 to \$40 per person, per show. Further revenue would be generated from concessions and merchandise sales at our theaters and from brand advertising and brand integration in our holographic content. Ticket and merchandising revenues would be split equally with theater owners. We also intend to partner with record labels, [music studios](#) and iconic estates to create several three-minute karaoke-like hologram experiences called the “Make Your Own Hologram Experience” at Hologram USA gift stores, which will include shows by living and late artists. The Hologram USA gift store ~~charges~~[expects to charge](#) \$60 to \$300 for the hologram experience.

The licensing of our hologram technology and distribution of holographic content to media networks and websites administered by companies controlled by Alkiviades (Alki) David, our Chairman and Chief Executive Officer, is another source of revenue for our company. Our hologram shows can be formatted for virtual reality device, streaming video and television viewing. In addition, we may license our patented technologies and content creation skills to third parties to create custom holographic content.

To date, our operations have been financed by Alkiviades (Alki) David, our Chairman and Chief Executive Officer. As of the closing of this Offering, we will have no outstanding indebtedness.

Our Growth and Expansion Strategies

~~Our~~[One of our](#) core strategies is to establish hologram theaters in prominent locations ~~at~~[from](#) which we ~~will sell tickets~~[receive revenues from ticket](#) and merchandise [sales](#) to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our strategies also includes growing both organically and through acquisitions. We intend to expand our virtual reality product offerings. We also seek to acquire and operate companies that could augment or complement our current offerings through the addition of content licensing and pay-per-view arrangements, content distribution agreements, platform white label service arrangements and production services.

Key elements of ~~th~~[ese](#) strategies include:

Expand our Holographic Entertainment Offerings. Following the opening of ~~our~~[the](#) flagship [theater](#) in September 2017, we ~~have begun rolling~~[are beginning to roll](#) out our hologram theaters to a network of cinemas and theaters in prominent locations, each fitted with our patented hologram projection system to convert theaters to live hologram performance platforms. ~~We plan~~[Our goal is](#) to roll out up to 150 theater locations across North America and abroad to project both live and [recorded](#), pre-produced “resurrection” shows. At these hologram theaters ~~we will sell tickets and~~, merchandise [will be sold](#) to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our theater network will include hologram theaters in prominent locations in Los Angeles, California, ~~on the Hollywood Walk of Fame~~; at the National Comedy Center; in Jamestown, New York; at the Regal Avalon; in Chicago, Illinois; at the Fox Theater; in Foxwoods, Connecticut; at the Landmark Theater; in Indianapolis, Indiana; at the Civic Theater; in New Orleans, Louisiana; at the Saratoga Casino; in Saratoga Springs, New York; and at the Twin River Casino; in Rhode Island.

Expand our Virtual Reality Entertainment Offerings. We intend to ~~increase production~~[produce](#) and ~~sale of our~~[sell](#) Hologram USA virtual reality headsets, on-site 360° video production and 360° video hosting on HologramUSA.com. We plan on offering virtual reality content along with the latest in 360° video that integrates our holographic entertainment offerings. By offering solutions for all stages of virtual reality and 360° video production, including shooting, stitching and viewing of fully spherical and immersive 360° videos and photos, we will broadly address the virtual reality services market to become a leader in virtual reality and 360° video technology and content creation for entertainment purposes.

Complete Selected Complementary Acquisitions. We intend to pursue selected acquisitions of complementary businesses in the United States and internationally that extend our capabilities as well as our overall digital media offerings. Potential acquisition targets include 360° panoramic video camera solutions, video

streaming support device manufacturers, specialized advertising networks and live performance venues for the staging of hologram projection programs and sales of related merchandise to live audiences. We currently have no commitments or agreements with respect to any such acquisitions, and there can be no assurance that we will complete any acquisitions in the future.

Enter into Strategic Partnerships with Third-Party Master Content Licensors. We intend to identify and partner with third-party master content licensors and other companies to expand our access to content that is appropriate for holographic and virtual reality entertainment. We believe that, upon entering into strategic partnerships with such third parties on a revenue-sharing basis, we will be able to stay at the forefront of holographic entertainment.

Always be Accessible in the Consumer Electronics Ecosystem. We intend to make our holographic shows accessible on a broad array of devices. Through this accessibility, we believe that we enhance the value of our audience, as well as position ourselves for continued growth, as virtual and mobile delivery of content becomes universal.

Marketing and Promotion

As of ~~October~~ September 2017, we have begun rolling out our hologram theaters to a network of cinemas and theaters in prominent locations, each fitted with our patented hologram projection system to convert theaters to live hologram performance platforms. ~~We plan~~ Our goal is to roll out up to 150 theater locations across North America and abroad to project both live and recorded pre-produced “resurrection” shows. At these hologram theaters ~~we will sell tickets and~~ merchandise will be sold to audiences attending our ~~original~~ holographic productions, with brands purchasing exclusive title rights to shows and signage. Our theater network will include theaters located in Los Angeles, California ~~on the Hollywood Walk of Fame~~, at the National Comedy Center in Jamestown, New York, at the Regal Avalon in Chicago, Illinois, at the Fox Theater in Foxwoods, Connecticut, at the Landmark Theater in Indianapolis, Indiana, at the Civic Theater in New Orleans, Louisiana, at the Saratoga Casino in Saratoga Springs, New York, and at the Twin River Casino in Rhode Island.

We have also partnered with Universal Music Group to create several three-minute karaoke-like hologram experiences called the “Make Your Own Hologram Experience” at Hologram USA gift stores, which include shows by Jennifer Lopez, Ricky Martin, Pitbull, and Mariah Carey. The Hologram USA gift store charges \$60 to \$300 for the hologram experience.

~~[PROVIDE ADDITIONAL MARKETING AND PROMOTIONAL ACTIVITIES SPECIFIC TO HOLOGRAM USA NETWORKS, IF ANY]~~

Platform Technology and Development

Our technology and development personnel are continuously undertaking efforts to refine our technology and delivery infrastructure to improve the viewer experience. We have invested, and intend to continue to invest, significant time and resources in our development activities to establish and maintain our company as a leader in holographic entertainment. ~~As of September 30, 2017, we had — employees on our research and development group, which forms part of our production staff.~~ Our platform technology and development expenses were \$ _____, \$ _____ and \$ — for the ~~nine~~ six months ended ~~September~~ June 30, 2017, the year ended December 31, 2016 and the year ended December 31, 2015, respectively. As a practice, we generally do not capitalize platform technology and development, and these amounts were not capitalized.

Protection of Proprietary Technology

We rely on a combination of patent, trademark, copyright and trade secret laws in the United States and other jurisdictions, as well as confidentiality procedures and contractual provisions, to protect our proprietary information, technology and brands.

We protect our proprietary information and technology, in part, by generally requiring our employees to enter into agreements providing for the maintenance of confidentiality and the assignment of rights to inventions made by them while employed by us. We also may enter into non-disclosure and invention assignment agreements with certain of our technical consultants to protect our confidential and proprietary information and technology. We cannot assure you that our confidentiality agreements with our employees and consultants will not be breached, that we will be able to effectively enforce these agreements, that we will have adequate remedies for any breach of these agreements, or that our trade secrets and other proprietary information and technology will not be disclosed or will otherwise be protected.

We also rely on contractual and license agreements with third parties in connection with their use of our technology and services. There is no guarantee that such parties will abide by the terms of such agreements or that we will be able to adequately enforce our rights. Protection of confidential information, trade secrets and other intellectual property rights in the markets in which we operate and compete is highly uncertain and may involve complex legal questions. We cannot completely prevent the unauthorized use or infringement of our confidential information or intellectual property rights as such prevention is inherently difficult. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our confidential information and intellectual property protection.

We currently hold four patents for the creation of our holographic projections technology in the United States.⁴ We are not aware of any claims of infringement or other challenges to our rights in these patents.

Competition and Our Competitive Advantages

While our holographic content is unique, the markets for digital, live and theater-based entertainment are intensely competitive and subject to rapid change. Many consumers seek entertainment from a broad array of companies and performers and can easily shift spending from one company or performer to another. We are a focused provider within the holographic entertainment arena that is able to compete by providing exclusive, one-of-a-kind content, that is available live and through personal digital devices. Our principal competitors vary by geographical regions and include movie theaters, holographic entertainment companies, internet-based movie and television content providers, and virtual reality entertainment providers.

We believe that we differentiate ourselves from our competition and have been able to grow our business as a result of the following competitive strengths:

Realistic Holographic Productions. Our holographic productions bring live action events to many theaters at the same time in realistic three dimensional images without audience members having to wear special glasses. Our patented projection techniques create an intense, visceral experience: it truly feels as if the performer is really on stage. We intend to attract top artists to perform via hologram to give them far more reach than a traditional tour and without the costs of a live audience tour. Top artists can perform in one location and appear simultaneously in theaters all over the world. Audiences in multiple locations will be able to experience the same life-like entertainment while being able to share the experience with other audiences via social media. We expect such artists and our proprietary technology to draw millennial audiences back to theater viewing. ~~In addition, we are exclusively~~ We plan to enter into exclusive licensing agreements for our patented hologram technology ~~to~~ with theaters and venues across North America, delivering entertainment shows and live events as holographic projections. We ~~are~~ also offering plan to offer global digital distribution through Cinedigm, a ~~U.S.~~ publicly-traded company that distributes content and projection technology to ~~over~~ more than 12,000 cinemas throughout North America.

⁴~~Manuel Nelson to provide summary of issued patents and applications.~~

Extensive and Exclusive Content. We have amassed ~~an extensive~~ library of content in which we hold exclusive worldwide distribution rights and have established exclusive relationships with key talent and content providers. Our extensive and exclusive content can be used in our holographic productions.

International Distribution Rights. The strength of our proprietary content library developed through our focus on original content acquisitions and licensing has provided us with a library of specialty content for which we hold exclusive worldwide distribution rights. We believe rights to such distinctive content offerings would be difficult to acquire in today's market. By obtaining these rights, we have created a barrier to entry for competitors into our content specialties giving us the potential to reach a worldwide audience with no additional licensing costs. Substantially all our content library is available worldwide, with certain exceptions due to geographic or advertising restrictions that are contained in our content licenses.

Government Regulation

Our theaters must comply with Title III of the Americans with Disabilities Act, or ADA. Compliance with the ADA requires that public accommodations "reasonably accommodate" individuals with disabilities and that new construction or alterations made to "commercial facilities" conform to accessibility guidelines unless "structurally impracticable" for new construction or technically infeasible for alterations. Non-compliance with the ADA could result in the imposition of injunctive relief, fines, and awards of damages to private litigants or additional capital expenditures to remedy such noncompliance. As an employer covered by the ADA, we must make reasonable accommodations to the limitations of employees and qualified applicants with disabilities, provided that such reasonable accommodations do not pose an undue hardship on the operation of our business. In addition, many of our employees are covered by various government employment regulations, including minimum wage, overtime and working conditions regulations.

Our operations also are subject to federal, state and local laws regulating such matters as construction, renovation and operation of theaters as well as wages and working conditions, citizenship, health and sanitation requirements and licensing. We believe our theaters are in material compliance with such requirements.

We also own and operate theaters and other properties which may be subject to federal, state and local laws and regulations relating to environmental protection. Certain of these laws and regulations may impose joint and several liability on certain statutory classes of persons for the costs of investigation or remediation of contamination, regardless of fault or the legality of original disposal. We believe our theaters are in material compliance with such requirements.

Employees⁵

As of ~~October 31,~~ November, 2017, we had ___ full-time employees. In addition to our full-time employees, we occasionally hire part-time employees and independent contractors to assist us with various temporary projects. Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and Dean Skupen, our Chief Financial Officer, work for us on a part-time basis (not less than an average of 35 hours per week for Mr. David and not less than an average of 24 hours per week for Mr. Skupen).

Facilities⁶

We manage our worldwide business from our offices located in Beverly Hills, California. ~~Our lease for, in~~ approximately ___ square feet of office space ~~has a rental rate of \$ _____ per month and expires in _____ 2019. We expect total rent expense to be approximately \$ _____ under our office lease in 2017. under a lease with~~ FilmOn.com, Inc., a company controlled by Alkiviades (Alki) David, our Chairman and Chief Executive Officer. The lease extends through _____ 2019, under which we currently pay \$ _____ per month. We believe that the

⁵~~To be updated as applicable.~~

⁶~~To be updated as applicable.~~

terms of the lease are no less favorable than those that would have been obtained from an unaffiliated third party. See “Certain Relationships and Related Party Transactions.”

We believe our present office space and location ~~is~~are adequate for our current operations and for near-term planned expansion.

Legal Proceedings⁷

From time to time, during the normal course of our businesses, we are subject to various litigation claims and legal disputes most significantly in the areas of intellectual property (e.g., trademarks, copyrights and patents). Our intellectual property rights extend to our technology, business processes and the content on our website. We use the intellectual property of third parties in marketing and providing our service through contractual and other rights. Despite our efforts, from time to time, third parties have alleged, and may in the future allege, that we have violated their intellectual property rights. In order to protect our intellectual property, we also may file lawsuits, from time to time, against third parties we believe may be infringing on our intellectual property rights.

Although the results of claims, lawsuits, and proceedings in which we are involved cannot be predicted with certainty, we do not currently believe any pending matters will have a material adverse effect on our business, financial condition, or results of operations. However, defending and prosecuting legal claims is costly and can and may impose a significant burden on our management and employees. In addition, we may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurances that favorable final outcomes will be obtained. If we are unable to obtain an outcome which sufficiently protects our rights, successfully defend our use, or allows us time to develop non-infringing technology and content or to otherwise alter our business practices on a timely basis in response to the claims against us, our business, prospects and competitive position may be adversely affected.

⁷~~To confirm with Baker Marquart that there is no pending IP litigation against Hologram.~~

MANAGEMENT

Set forth below is information regarding our executive officers, directors, director nominees and key employees as of the date of this Offering Circular.

Name	Age	Position
Alkiviades (Alki) David	48	Founder, Chairman of the Board and Chief Executive Officer
Mykola (Nick) Kutovyy		Chief Technology Officer
Dean S. Skupen		Chief Financial Officer
Manuel Nelson		Vice President — Legal
		Director Nominee
		Director Nominee

[Names of director nominees] will assume their positions upon the initial closing of this Offering.

The principal occupations for the past five years of each of our executive officers, directors, director nominees and key employees are as follows:

Executive Officers, Directors and Director Nominees

Alkiviades (Alki) David founded our company in ____ 2014 and has served as our Chairman of the Board and Chief Executive Officer since that time. Mr. David has worked in the global digital media industry for the past 15 years as an investor, entrepreneur and executive. He formed a personal holding company, Anakando, Ltd., and an affiliated company, the Anakando Media Group, in 2007. In addition, Mr. David has investments in several privately-held media companies, including HUSA Development Inc., a hologram projection business with patented technology. Mr. David also formed Advirally Inc. in 2012 and Class15.com Inc. in 2014, each of which provides social media marketing services. In 1995, Mr. David helped establish the family-owned shipping company, Levant Shipping. In 2000, Levant Shipping was merged with the U.S.-based shipping company Navios Maritime, and, in 2007, the combined company’s shipping business was sold to International Shipping Enterprises. In 1995, Mr. David established Independent Models. Mr. David and other family members of the Leventis-David Group maintain holdings in a number of industries including manufacturing, real estate, shipping and bottling (including ownership interests in Coca-Cola Hellenic bottling plants in 28 countries). Mr. David is also chairman of the board of his late father’s charitable trust, The Andrew A. David Foundation, and founded the non-profit organization BIOS to educate

the public about marine conservation surrounding the Greek Islands. Mr. David received a Master of Arts degree from the Royal College of Art's Film and Television program in London, and has written, produced and appeared in feature films and on television.

As our founder, Chairman, Chief Executive Officer and largest stockholder (through Anakando Ltd.), Mr. David leads the Board and manages our company. Mr. David brings extensive entertainment industry knowledge and a deep background in entertainment and technology growth companies, international markets, mergers and acquisitions and capital market activities. His service as Chairman and Chief Executive Officer creates a critical link between management and the Board.

Mykola (Nick) Kutovyy joined our company in _____ 201_ as our Chief Technology Officer. From August 2007 to October 2011, Mr. Kutovyy served as Senior Programmer Systems Administrator of FilmOn.com. Mr. Kutovyy has also served as the Chief Technology Officer of Anakando Ltd. and the Anakando Media Group since 2008. In 2007, Mr. Kutovyy founded 111PIX UA in Odessa, Ukraine, and since then he has managed 111PIX UA as an affiliate of FilmOn TV Ltd. (formerly known as 111PIX Ltd.), our Chairman and Chief Executive Officer's United Kingdom-based independent production and international sales company. From 2006 to 2007, Mr. Kutovyy served as a project manager and lead developer at EnvisionNext, a website development firm. From May 2005 to 2006, he served as the Deputy Technical Officer for Vremena Goda Business Travel, a travel-focused software company. From 2004 to May 2005, Mr. Kutovyy worked as a programmer for Beiersdorf Shared Services GmbH, an accounting and information technology services company. Mr. Kutovyy received an advanced degree in computer science, programming and networks from the Odessa I.I. Mechnikov National University in Odessa, Ukraine.

~~Dean Skupen joined our company in _____ 2016 as our Chief Financial Officer.~~

Key Employees

~~Manuel Nelson joined our company in _____ 2016 as our Vice President – Legal.~~

~~{ADDITIONAL INFORMATION TO FOLLOW}~~

Dean S. Skupen has been our _____ since December 2016, serving as a consultant. Mr. Skupen has been an independent accounting consultant during the past ten years, working primarily with small-cap public companies on their accounting and reporting. Prior to Mr. Skupen's current consulting activities, he held various positions in accounting firms ranging from international to regional-based firms. His last position was a principal and business advisor at Stonefield Josephson, Inc. (now Marcum, LLP), from _____ to _____. While at Stonefield Josephson, Mr. Skupen was the senior principal in charge for consulting on high-level equity and debt derivative transactions for both public and private transactions. Mr. Skupen has been involved in the public offering process with tens of companies in the media and technology industries. Mr. Skupen is a certified public accountant.

Manuel Nelson has served as our _____ since December 2016. He has also served in the same position with FOTV Media Networks Inc., a video streaming company controlled by Alki David. Previously, Mr. Nelson was associated with law firms Sheppard Mullin Richter & Hampton from _____ to _____, Hogan & Hartson (now known as Hogan Lovells) from _____ to _____, and Proskauer Rose from _____ to _____, practicing in the areas of litigation and corporate transactions. Mr. Nelson earned B.S. and M.S. degrees in electrical engineering and a J.D. degree from the University of Arizona, and clerked for a Federal Judge and performed public service as a public defender.

Our Board of Directors is currently set at [three] directors. Upon the closing of this Offering, our Board of Directors will be set at [five] directors. All directors will hold office until the next annual meeting of our stockholders following their election, and until their successors have been elected and qualified. Executive officers serve at the discretion of our Board of Directors. There are no family relationships among any of our executive officers, directors or key employees.

Board of Directors and Corporate Governance

When considering whether directors have the experience, qualifications, attributes and skills to enable the Board of Directors to satisfy its oversight responsibilities effectively in light of our business and structure, the Board of Directors focuses primarily on the information discussed in each of the directors' individual biographies as set forth above. With regard to Mr. David, the Board considered his day-to-day operational leadership of our company and in-depth knowledge of our entertainment offerings. In the case of _____, the Board has considered _____.

The Board of Directors periodically reviews relationships that directors have with our company to determine whether the directors are independent. Directors are considered "independent" as long as they do not accept any consulting, advisory or other compensatory fee (other than director fees) from us, are not an affiliated person of our company or our subsidiaries (e.g., an officer or a greater than 10% stockholder) and are independent within the meaning of applicable United States laws, regulations and the Nasdaq Capital Market listing rules. In this latter regard, the Board of Directors uses the Nasdaq Marketplace Rules (specifically, Section 5605(a)(2) of such rules) as a benchmark for determining which, if any, of our directors are independent, solely in order to comply with applicable SEC disclosure rules.

The Board of Directors has determined that, of our directors, _____ are independent within the meaning of the Nasdaq Marketplace Rule cited above. In the case of Mr. David, his position as an executive officer of our company, together with his beneficial ownership of more than 10% of our outstanding common stock, preclude him from being considered independent within the meaning of the Nasdaq Listing Rule.

Board Committees

Upon the closing of this Offering, our Board of Directors will have an Audit Committee, Compensation Committee, and Nomination and Corporate Governance Committee. The Audit Committee will be composed of _____. The Compensation Committee will be composed of _____. The Nomination and Corporate Governance Committee will be composed of _____.

Our Audit Committee, Compensation Committee, and Nomination and Corporate Governance Committee each comply with the listing requirements of the Nasdaq Marketplace Rules. At least one member of the Audit Committee will be an "audit committee financial expert," as that term is defined in Item 407(d)(5)(ii) of Regulation S-K, and each member will be "independent" as that term is defined in Rule 5605(a) of the Nasdaq Marketplace Rules. Our Board of Directors has determined that _____ will meet those requirements.

Code of Ethics

We have adopted a written code of ethics that applies to all of our directors, officers and employees in accordance with the rules of the Nasdaq Capital Market and the SEC. Prior to the closing of this Offering, we will post a copy of our code of ethics, and intend to post amendments to this code, or any waivers of its requirements, on our company website.

Conflicts of Interest

We comply with applicable state law with respect to transactions (including business opportunities) involving potential conflicts. Applicable state corporate law requires that all transactions involving our company and any director or executive officer (or other entities with which they are affiliated) are subject to full disclosure and approval of the majority of the disinterested independent members of our Board of Directors, approval of the majority of our stockholders or the determination that the contract or transaction is intrinsically fair to us. More particularly, our policy is to have any related party transactions (*i.e.*, transactions involving a director, an officer or an affiliate of our company) be approved solely by a majority of the disinterested independent directors serving on the Board of Directors. Upon the closing of this Offering, we will have five independent directors serving on the Board of Directors, and intend to maintain a Board of Directors consisting of a majority of independent directors.

Indemnification of Directors and Executive Officers

Section 145 of the Delaware General Corporation Law provides for, under certain circumstances, the indemnification of our officers, directors, employees and agents against liabilities that they may incur in such capacities. Below is a summary of the circumstances in which such indemnification is provided.

In general, the statute provides that any director, officer, employee or agent of a corporation may be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred in a proceeding (including any civil, criminal, administrative or investigative proceeding) to which the individual was a party by reason of such status. Such indemnity may be provided if the indemnified person's actions resulting in the liabilities: (i) were taken in good faith; (ii) were reasonably believed to have been in or not opposed to our best interests; and (iii) with respect to any criminal action, such person had no reasonable cause to believe the actions were unlawful. Unless ordered by a court, indemnification generally may be awarded only after a determination of independent members of the Board of Directors or a committee thereof, by independent legal counsel or by vote of the stockholders that the applicable standard of conduct was met by the individual to be indemnified.

The statutory provisions further provide that to the extent a director, officer, employee or agent is wholly successful on the merits or otherwise in defense of any proceeding to which he or she was a party, he or she is entitled to receive indemnification against expenses, including attorneys' fees, actually and reasonably incurred in connection with the proceeding.

Indemnification in connection with a proceeding by us or in our right in which the director, officer, employee or agent is successful is permitted only with respect to expenses, including attorneys' fees actually and reasonably incurred in connection with the defense. In such actions, the person to be indemnified must have acted in good faith, in a manner believed to have been in our best interests and must not have been adjudged liable to us, unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the Court of Chancery or such other court shall deem proper. Indemnification is otherwise prohibited in connection with a proceeding brought on our behalf in which a director is adjudged liable to us, or in connection with any proceeding charging improper personal benefit to the director in which the director is adjudged liable for receipt of an improper personal benefit.

Delaware law authorizes us to reimburse or pay reasonable expenses incurred by a director, officer, employee or agent in connection with a proceeding in advance of a final disposition of the matter. Such advances of expenses are permitted if the person furnishes to us a written agreement to repay such advances if it is determined that he or she is not entitled to be indemnified by us.

The statutory section cited above further specifies that any provisions for indemnification of or advances for expenses does not exclude other rights under our certificate of incorporation, bylaws, resolutions of our stockholders or disinterested directors, or otherwise. These indemnification provisions continue for a person who has ceased to be

a director, officer, employee or agent of the corporation and inure to the benefit of the heirs, executors and administrators of such persons.

The statutory provision cited above also grants us the power to purchase and maintain insurance policies that protect any director, officer, employee or agent against any liability asserted against or incurred by him or her in such capacity arising out of his or her status as such. Such policies may provide for indemnification whether or not the corporation would otherwise have the power to provide for it.

At present, we do not maintain directors' and officers' liability insurance in order to limit the exposure to liability for indemnification of directors and officers, including liabilities under the Securities Act; however, we are in the process of obtaining such insurance.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the cash and non-cash compensation awarded to or earned by: (i) each individual who served as the principal executive officer and principal financial officer of our company during the years ended December 31, 2016 and 2015; and (ii) each other individual that served as an executive officer of our company at the conclusion of the years ended December 31, 2016 and 2015 and who received more than \$100,000 in the form of salary and bonus during such year. For purposes of this document, these individuals are collectively the “named executive officers” of the company.

Name and Position	Years	Salary	Bonus	Stock Awards	Option Awards	Non-equity Incentive Plan Compensation	Non-qualified Deferred Compensation Earnings	All Other Compensation	Total
Alkiviades (Alki) David,		\$	—	—	—	—	—	—	—
Chairman and Chief	2016		—	—	—	—	—	—	—
	2015	\$	—	—	—	—	—	—	—
Executive Officer									
Mykola (Nick) Kutovyy	2016								
Chief Technology Officer	2015								
Dean Skupen	2016								
Chief Financial Officer	2015								

Employment and Consulting Agreements

[To be determined, if any.]

Outstanding Equity Awards at Fiscal Year End

As of December 31, ~~2016~~, 2016 and November __, 2017, we had no outstanding stock option awards for our named executive officers. ~~As of October __, 2017, [TBD].~~

Name	Option awards				Stock awards				
	Number of securities underlying unexercised options(#) exercisable	Number of securities underlying unexercised options(#) unexercisable	Equity incentive plan awards: number of securities underlying unexercised unearned options(#)	Option exercise price(\$)	Option expiration date	Number of shares or units of stock that have not vested(#)	Market value of shares or units of stock that have not vested(#)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested(#)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested(\$)
Alkiviades (Alki) David.	—	—	—	—	—	—	—	—	—

2017 Incentive Compensation Plan

Our Board of Directors and our stockholders adopted the 2017 Incentive Compensation Plan and reserved _____ shares of common stock for issuance under that plan. The 2017 Incentive Compensation Plan authorizes the issuance of up to _____ shares of our common stock. As of _____, 2017, we have granted stock options to purchase an aggregate of _____ shares of our common stock and restricted stock units to receive up to an aggregate of _____ shares of our common stock. The Board of Directors adopted the 2017 Incentive Compensation Plan to provide a means by which our employees, directors, officers and consultants may be granted an opportunity to purchase our common stock, to assist in retaining the services of such persons, to secure and retain the services of persons capable of filling such positions and to provide incentives for such persons to exert maximum efforts for our success.

Director Compensation

The following table sets forth the cash and non-cash compensation awarded to or earned by each individual who served as a member of our Board of Directors during the year ended December 31, 2016.

Name	Fees Earned or Paid in Cash
Alkiviades (Alki) David	\$ —

We do not currently compensate our directors. Following the closing of this Offering, we intend to compensate each non-management director through annual stock option grants and by paying a cash fee for each Board of Directors and committee meeting attended. Our Board of Directors will review director compensation annually and adjust it according to then current market conditions and good business practices.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Other than described below, there have been no transactions during the last two years, or proposed transactions, to which we were or will be a party, in which any director, executive officer, beneficial owner of more than 5% of our common stock or any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of these persons, had or is to have a direct or indirect material interest.

Prior to this Offering, Anakando, directly and through equity investments and loans made by its sole shareholder Alkiviades (Alki) David, our Chairman and Chief Executive Officer, and affiliated companies have financed substantially all of the development and operations of our company.

On August 24, 2017, we entered into a Note Purchase Agreement with _____, an entity controlled by an unaffiliated family member of Alki David, our Chairman and Chief Executive Officer, pursuant to which we issued to the investor a ~~C~~convertible ~~P~~promissory ~~N~~note due September 30, 2019, in the principal amount of \$3,000,000. The note was funded in two equal installments in August and September 2017, and accrues interest at a rate of 1.29% per annum from the date of funding, payable at maturity. The entire principal amount of the note is automatically convertible into shares of our common stock concurrently with the closing of this Offering at a conversion price per share equal to 66.67% of the gross price per share of common stock to be received by us in this Offering.

~~[Additional disclosure to be determined.]~~

[We lease our office space in Beverly Hills, California from FilmOn.com, Inc., a corporation controlled by Alki David.](#)

Related Party Transaction Policy and Related Matters

In all cases, we abide by applicable state corporate law when approving all transactions, including transactions involving officers, directors and affiliates. More particularly, following the closing, we will adopt a written policy which will require any related party transactions (i.e., transactions involving a director, an officer or an affiliate of our company) be approved solely by a majority of the disinterested independent directors serving on the Board of Directors. Upon the closing of this Offering, we will have [two] independent directors serving on the Board of Directors, and intend to maintain a Board of Directors consisting of a majority of independent directors.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN SECURITY HOLDERS

The following table sets forth the number and percentage of our outstanding shares of common stock beneficially owned as of ~~October~~November __, 2017, by:

- each person known by us to be the beneficial owner of more than 5% of our outstanding common stock;
- each of our current directors and director nominees;
- each of our current executive officers; and
- all our current directors, director nominees and executive officers as a group.

Shares beneficially owned and percentage ownership before this Offering is based on _____ shares of common stock outstanding as of ~~October~~November __, 2017. Percentage ownership after this Offering is based on _____ shares of common stock issued and outstanding immediately after the closing of this Offering, and assumes that none of the beneficial owners named below purchases shares in this Offering.

Beneficial ownership is determined in accordance with the rules of the SEC, and includes general voting power and/or investment power with respect to securities. Shares of common stock issuable upon exercise of options or warrants that are currently exercisable or exercisable within 60 days of the record date, and shares of common stock issuable upon conversion of other securities currently convertible or convertible within 60 days, are deemed outstanding for computing the beneficial ownership percentage of the person holding such securities but are not deemed outstanding for computing the beneficial ownership percentage of any other person. Under the applicable SEC rules, each person’s beneficial ownership is calculated by dividing the total number of shares with respect to which they possess beneficial ownership by the total number of our outstanding shares. In any case where an individual has beneficial ownership over securities that are not outstanding, but are issuable upon the exercise of options or warrants or similar rights within the next 60 days, the same number of shares is added to the denominator in the calculation described above. Because the calculation of each person’s beneficial ownership set forth in the “Percentage Beneficially Owned” columns of the table may include shares that are not presently outstanding, the sum total of the percentages set forth in such columns may exceed 100%. Unless otherwise indicated, the address of each of the following persons is 342 N. Canon Drive, Suite 208, Beverly Hills, California 90210, and each such person has sole voting and investment power with respect to the shares set forth opposite his, her or its name.

Name of Beneficial Owner	Shares Beneficially Owned Prior to Offering	Percentage Beneficially Owned Before Offering	Percentage Beneficially Owned After Offering ⁽¹⁾
Alkiviades (Alki) David ⁽²⁾			
Mykola (Nick) Kutovyy			
Dean Skupen			

Name of Beneficial Owner	Shares Beneficially Owned Prior to Offering	Percentage Beneficially Owned Before Offering	Percentage Beneficially Owned After Offering⁽¹⁾
Manuel Nelson			
All directors, director nominees and executive officers as a group (___ persons)			

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned Prior to Offering</u>	<u>Percentage Beneficially Owned Before Offering</u>	<u>Percentage Beneficially Owned After Offering⁽¹⁾</u>
<u>Alkiviades (Alki) David⁽²⁾</u>			
<u>Mykola (Nick) Kutovyy</u>			
<u>Dean Skupen</u>			
<u>Manuel Nelson</u>			
<u>All directors, director nominees and executive officers as a group (___ persons)</u>			

- _____
- * Less than 1% of outstanding shares.
- (1) Assuming the maximum offering amount is raised.
- (2) [To follow]

DESCRIPTION OF SECURITIES

The following is a description of our capital stock and the material provisions of our certificate of incorporation, bylaws and other agreements to which we and our stockholders are parties, in each case upon the initial closing of this Offering.

General

Our authorized capital stock consists of ~~_____~~ 50,000,000 shares of common stock, par value \$0.001 per share. As of ~~October~~ November __, 2017, there were ~~—~~ _____ shares of our common stock issued and outstanding held of record by __ stockholders. After giving effect to the closing of this Offering, our authorized capital stock will consist of an aggregate of ~~_____~~ 50,000,000 shares of common stock, of which ~~_____~~ _____ shares of common stock will be issued and outstanding immediately after the closing of this Offering. Each such outstanding share of our common stock will be validly issued, fully paid and non-assessable.

A description of the material terms and provisions of our certificate of incorporation that will be in effect at the closing of our initial public offering and affecting the rights of holders of our capital stock is set forth below. The description is intended as a summary only.

Common Stock

Voting. The holders of our common stock are entitled to one vote for each outstanding share of common stock owned by that stockholder on every matter properly submitted to the stockholders for their vote. Stockholders are not entitled to vote cumulatively for the election of directors. Except for the election of directors, which are elected by a plurality vote, a majority vote of common stockholders is generally required to take action under our certificate of incorporation and bylaws.

Conversion, Redemption and Preemptive Rights. Holders of our common stock have no conversion, redemption, preemptive, subscription or similar rights.

Preferred Stock

Immediately prior to the date of this Offering Circular, we were authorized to issue up to _____ shares of preferred stock, of which no shares were outstanding. The Board of Directors will have the authority to issue this preferred stock in one or more series and to fix the number of shares and the relative rights, conversion rights, voting rights and terms of redemption (including sinking fund provisions) and liquidation preferences, without further vote or action by the stockholders. If shares of preferred stock with voting rights are issued, such issuance could affect the voting rights of the holders of our common stock by increasing the number of outstanding shares having voting rights, and by the creation of class or series voting rights. If the Board of Directors authorized the issuance of shares of preferred stock with conversion rights, the number of shares of common stock outstanding could potentially be increased by up to the authorized amount. Issuance of preferred stock could, under certain circumstances, have the effect of delaying or preventing a change in control of our company and may adversely affect the rights of the holders of our common stock. Also, preferred stock could have preferences over our common stock (and other series of preferred stock) with respect to dividend and liquidation rights. We currently have no plans to issue any preferred stock.

Warrants

We have agreed to sell to the underwriter, for nominal consideration, warrants to purchase _____ shares of our common stock as additional consideration to the underwriter in this Offering. In addition, we have granted the underwriter “piggyback” registration rights with respect to the underlying shares. This piggyback registration right

will not be greater than seven years from the effective date of this Offering in compliance with FINRA Rule 5110(f)(2)(G)(v). See “Underwriting.”

Limitations on Directors’ Liability; Indemnification of Directors and Officers

As permitted by Delaware law, our certificate of incorporation provides that no director will be liable to us or our stockholders for monetary damages for breach of certain fiduciary duties as a director. The effect of this provision is to restrict our rights and the rights of our stockholders in derivative suits to recover monetary damages against a director for breach of certain fiduciary duties as a director, except that a director will be personally liable for:

- any breach of his or her duty of loyalty to us or our stockholders;
- acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law;
- the payment of dividends or the redemption or purchase of stock in violation of Delaware law; or
- any transaction from which the director derived an improper personal benefit.

This provision does not affect a director’s liability under the federal securities laws.

At present, we do not maintain directors’ and officers’ liability insurance in order to limit the exposure to liability for indemnification of directors and officers, including liabilities under the Securities Act; however, we are in the process of obtaining such insurance.

Provisions of Our Certificate of Incorporation that May Have an Anti-Takeover Effect

Other than our authorized but unissued “blank-check” preferred stock available for future issuance without stockholder approval, as described under “Preferred Stock” above, our certificate of incorporation does not contain any provisions that may be deemed to have an anti-takeover effect or may delay, deter or prevent a tender offer or takeover attempt that a stockholder might consider to be in its best interests, including attempts that might result in a premium being paid over the market price for the shares held by stockholders.

Delaware Takeover Statute

In general, Section 203 of the Delaware General Corporation Law prohibits a Delaware corporation that is a public company from engaging in any “business combination” (as defined below) with any “interested stockholder” (defined generally as an entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with such entity or person) for a period of three years following the date that such stockholder became an interested stockholder, unless: (1) prior to such date, the Board of Directors of the corporation approved either the business combination or the transaction that resulted in the stockholder becoming an interested stockholder; (2) on consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the number of shares outstanding those shares owned (x) by persons who are directors and also officers and (y) by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or (3) on or subsequent to such date, the business combination is approved by the Board of Directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

Section 203 of the Delaware General Corporation Law defines “business combination” to include: (1) any merger or consolidation involving the corporation and the interested stockholder; (2) any sale, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder; (3) subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder; (4) any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or (5) the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

Potential for Anti-Takeover Effects

While certain provisions of Delaware law may have an anti-takeover effect, these provisions are intended to enhance the likelihood of continuity and stability in the composition of our Board of Directors and in the policies formulated by the board, and to discourage certain types of transactions that may involve an actual or threatened change of control. In that regard, these provisions are designed to reduce our vulnerability to an unsolicited acquisition proposal. The provisions also are intended to discourage certain tactics that may be used in proxy fights. However, such provisions could have the effect of discouraging others from making tender offers for our shares and, as a consequence, they also may inhibit fluctuations in the market price of our common stock that could result from actual or rumored takeover attempts. Such provisions also may have the effect of preventing changes in our management.

Stock Exchange Listing

We have applied to have our common stock approved for trading on the Nasdaq Capital Market under the symbol “HOLO.”

Transfer Agent and Registrar

Upon the closing of this Offering, the transfer agent and registrar for our shares of common stock will be Continental Stock Transfer & Trust Company, located at 17 Battery Place, 8th Floor, New York, New York 10004.

DIVIDEND POLICY

To date, we have never paid or declared any cash dividends on our common stock. We currently intend to retain any future earnings to finance the operation and development of our business and we do not expect to pay any cash dividends on our common stock in the foreseeable future. Payment of future dividends, if any, will be at the discretion of our Board of Directors and will depend on a number of factors, including, but not limited to, our financial condition, results of operations, capital requirements, restrictions contained in future financing instruments, general business conditions, and other factors our Board of Directors deems relevant.

SHARES ELIGIBLE FOR FUTURE SALE

Before this Offering, there has not been a public market for shares of our common stock. Future sales of a substantial number of shares of our common stock, including shares issued upon the exercise of options and warrants, in the public market after this Offering, or the possibility of these sales occurring, could cause the prevailing market price for our common stock to fall or impair our ability to raise equity capital in the future.

After this Offering, we will have outstanding _____ shares of our common stock, based on the number of shares outstanding as of ~~October~~November __, 2017. This includes 1,250,000 shares that we are selling in this Offering, which shares may be resold in the public market immediately following our initial public offering, and assumes no additional exercise of options and warrants.

The _____ shares of common stock that were not offered and sold in this Offering, as well as shares issuable upon the exercise of warrants and subject to employee stock options, will be upon issuance “restricted securities,” as that term is defined in Rule 144 under the Securities Act. These restricted securities are eligible for public sale only if they are registered under the Securities Act or if they qualify for an exemption from registration under Rule 144 or Rule 701 under the Securities Act, which are summarized below.

Rule 144

In general, a person who has beneficially owned restricted shares of our common stock for at least 12 months, in the event we are a reporting company under Regulation A, or at least six months, in the event we have been a reporting company under the Exchange Act for at least 90 days before the sale, would be entitled to sell such securities, provided that such person is not deemed to be an affiliate of ours at the time of sale or to have been an affiliate of ours at any time during the 90 days preceding the sale. A person who is an affiliate of ours at such time would be subject to additional restrictions, by which such person would be entitled to sell within any three-month period only a number of shares that does not exceed the greater of the following:

- 1% of the number of shares of our common stock then outstanding; or
- the average weekly trading volume of our common stock during the four calendar weeks preceding the filing by such person of a notice on Form 144 with respect to the sale;

provided that, in each case, we are subject to the periodic reporting requirements of the Exchange Act for at least 90 days before the sale. Rule 144 trades must also comply with the manner of sale, notice and other provisions of Rule 144, to the extent applicable.

Rule 701

In general, Rule 701 allows a stockholder who purchased shares of our capital stock pursuant to a written compensatory plan or contract and who is not deemed to have been an affiliate of ours during the immediately preceding 90 days to sell those shares in reliance upon Rule 144, but without being required to comply with the public information, holding period, volume limitation or notice provisions of Rule 144. All holders of Rule 701 shares, however, are required to wait until 90 days after the date of this Offering Circular before selling shares pursuant to Rule 701.

Lock-Up Agreements

We and our officers, directors and more than 5% stockholders have agreed, or will agree, with the Underwriter, subject to certain exceptions, that, without the prior written consent of the Underwriter, we and they will not, directly or indirectly, during the period ending 180 days after the date of the Offering Circular.

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, or otherwise dispose of or transfer any

shares of the Common Stock or any securities convertible into or exchangeable or exercisable for the Common Stock, whether now owned or hereafter acquired by the undersigned or with respect to which the undersigned has or hereafter acquires the power of disposition; or

- enter into any swap or any other agreement or any transaction that transfers, in whole or in part, the economic consequence of ownership of the Common Stock, whether any such swap or transaction is to be settled by delivery of the Common Stock or other securities, in cash or otherwise.

This agreement does not apply, in our case, to securities issued pursuant to existing employee benefit plans or securities issued upon exercise of options, and other exceptions, and in the case of our officers, directors and other holders of our securities, exercise of stock options issued pursuant to a stock option or similar plans, and other exceptions.

Registration Statement on Form S-8

As of ~~October 30~~, November, 2017, no options were outstanding or exercisable under our 2017 Plan. We intend to file a registration statement on Form S-8 under the Securities Act as promptly as possible after the final closing of this Offering to register shares that may be issued pursuant to our 2017 Plan. The registration statement on Form S-8 is expected to become effective immediately upon filing, and shares covered by the registration statement will then become eligible for sale in the public market, subject to the Rule 144 limitations applicable to affiliates, vesting restrictions and any applicable lock-up agreements and market standoff agreements. For a description of our equity incentive plan, see “Executive Compensation – 2017 Incentive Compensation Plan.”

LEGAL MATTERS

Olshan Frome Wolosky LLP, New York, New York, will pass upon the validity of the issuance of the shares of our common stock being offered by this Offering Circular as our counsel. _____, is acting as counsel for the Underwriter in connection with this Offering.

EXPERTS

The consolidated financial statements of Hologram USA Networks Inc. as of December 31, 2016 and 2015 and for each of the two years in the period ended December 31, 2016 included in this Offering Circular have been so included in reliance on the report of RBSM LLP, an independent registered public accounting firm, appearing elsewhere herein, given on the authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a Regulation A Offering Statement on Form 1-A under the Securities Act with respect to the shares of common stock offered hereby. This Offering Circular, which constitutes a part of the Offering Statement, does not contain all of the information set forth in the Offering Statement or the exhibits and schedules filed therewith. For further information about us and the common stock offered hereby, we refer you to the Offering Statement and the exhibits and schedules filed therewith. Statements contained in this Offering Circular regarding the contents of any contract or other document that is filed as an exhibit to the Offering Statement are not necessarily complete, and each such statement is qualified in all respects by reference to the full text of such contract or other document filed as an exhibit to the Offering Statement. Upon the initial closing of this Offering, we will be required to file periodic reports, proxy statements, and other information with the SEC pursuant to the Exchange Act. You may read and copy this information at the SEC's Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website that contains reports, proxy statements and other information about issuers, including us, that file electronically with the SEC. The address of this site is www.sec.gov.

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Hologram USA Networks Inc.

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[FINANCIAL STATEMENTS AND NOTES SEPARATELY PROVIDED]

HOLOGRAM USA NETWORKS INC.

OFFERING CIRCULAR

1,250,000 SHARES OF COMMON STOCK

_____, 2017

PART III—EXHIBITS

Index to Exhibits

Exhibit No.	Exhibit Description
1.1	Form of Underwriting Agreement.
2.1	Articles of Incorporation.
2.2	Amendment to Articles of Incorporation.
2.3	Bylaws.
3.1	Form of Underwriter’s Warrant.
4.1	Form of Subscription Agreement.
4.2	Form of Subscription Agreement for online subscribers.
6.1	2017 Incentive Compensation Plan (to be effective upon the initial closing of this Offering) and form of award agreements.
6.2	Employment Agreement between Hologram USA Networks Inc. and _____.
6.3	Form of Indemnification Agreement.
8.1	Escrow Agreement with _____ [City National Bank] .
11.1	Consent of RBSM LLP.
11.2	Consent of Olshan Frome Wolosky LLP (included in Exhibit 12.1).
12.1	Opinion of Olshan Frome Wolosky LLP.
13.1	“Testing the waters” materials.
15.1	Correspondence by or on behalf of the Company previously submitted pursuant to Rule 252(d).

* To be filed by amendment.

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A and has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, , in the City of Beverly Hills, State of California, on November __, 2017.

HOLOGRAM USA NETWORKS INC.

By:
Name: Alkiviades (Alki) David
Title: Chairman of the Board and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Alkiviades (Alki) David, Dean Skupen and Manuel Nelson, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Form 1-A offering statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
_____ Alkiviades (Alki) David	Chairman of the Board and Chief Executive Officer (principal executive and principal financial and accounting officer)	November __, 2017
_____ Dean Skupen	Chief Financial Officer (principal financial and accounting officer)	November __, 2017