

Annual Report

Cover Page

Name of issuer:
SFD84, Inc

Legal status of issuer:
Form: **Corporation**
Jurisdiction of Incorporation/Organization: **DE**
Date of organization: **5/25/2014**

Physical address of issuer:
**504 Castro Street
San Francisco CA 94114**

Website of issuer:
https://www.misterbandb.com

Name of intermediary through which the offering will be conducted:
WeFunder Portal LLC

CIK number of intermediary:
0001670254

SEC file number of intermediary:
007-00033

CRD number, if applicable of intermediary:
295503

Current number of employees:
32

	Most recent fiscal year-end:	Prior fiscal year-end:
Total Assets:	\$5,287,998.00	\$3,500,641.00
Cash & Cash Equivalents:	\$2,767,587.00	\$2,799,237.00
Accounts Receivable:	\$635,101.00	\$253,154.00
Accounts Payable:	\$0.00	\$0.00
Long-term Debt:	\$711,829.00	\$3,624,227.00
Revenue/Net Sales:	\$3,723,543.00	\$1,485,312.00
Cost of Goods Sold:	\$462,156.00	\$225,396.00
Taxes Paid:	\$0.00	(\$12,275.00)
Net Income:	\$1,001,839.00	(\$207,620.00)

Select the jurisdictions in which the issuer intends to offer the securities:
AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MO, MS, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WI, WV, WY, BS, GU, PR, VI, IV

Offering Statement

Respond to each question in each paragraph of this part. Set forth each question and any notes, but not any instructions thereto, as they apply. If you disclose in response to any question in response to one or more other questions, it is not necessary to repeat the disclosure. If a question or series of questions is inapplicable or the response is available elsewhere in the form, either state that it is inapplicable, include a cross-reference to the response disclosure, or omit the question or series of questions.

Be very careful and precise in answering all questions. Give full and complete answers so that they are not misleading under the circumstances involved. Do not discuss any future performance or other anticipated events unless you have a reasonable basis to believe that it will actually occur within the foreseeable future. If any answer requiring significant information is materially inaccurate, incomplete or misleading, the Company, its management and principal shareholders may be liable to investors based on that information.

THE COMPANY

1. Name of issuer:
SFD84, Inc

2. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 207 of Regulation Crowdfunding?
 Yes No

Reason for failure to comply:

DIRECTORS OF THE COMPANY

4. Provide the following information about each director (and any persons occupying a similar status or performing a similar function) of the issuer.

Director	Principal Occupation	Role Employer	Year Joined as Director
Jean-Benoit Desrosiers	VC	Veritech	2017
Anton Wajtz	VC	Project A	2017
Marc Dedondier	COO	misterbandb	2014
Francois De Landries De Saint-Palais d'Aussac	COO	misterbandb	2014
Matthieu Jost	CEO	misterbandb	2014

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer.

Officer	Positions Held	Year Joined
Marc Dedondier	COO	2014
Francois De Landries De Saint-Palais d'Aussac	COO	2014
Matthieu Jost	CEO	2014

For three years of business experience, refer to [Appendix D: Director & Officer Work History](#).

INSTRUCTION TO QUESTION 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, controller or principal accounting officer and any person who regularly performs similar functions.

PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 10 percent or more of the issuer's outstanding voting securities, as determined on the basis of voting power.

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
No principal security holders.		

INSTRUCTION TO QUESTION 6: The above information must be provided at a date that is no more than 120 days prior to the date of filing of this offering statement.

If an individual does not own securities, or owns all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities, if the person has the right to acquire voting power of such securities within 90 days, including through the exercise of any option, warrant or right to conversion of securities, or with respect to any securities held by members of the family, through completion of a power of attorney, or otherwise or names that would allow a person to exercise the voting power of such securities for their or their spouse or partner — do, for example, a co-creator they should be included as being "beneficially owned." You should include an explanation of your circumstances in a footnote to the "Number of and Class of Securities Held." Do not include securities that you own as a custodian, nominee, attorney-in-fact, or otherwise, and all securities convertible into securities covered.

BUSINESS AND ANTICIPATED BUSINESS PLAN

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.
For a description of our business and our business plan, please refer to the attached [Appendix A: Business Description & Plan](#).
INSTRUCTION TO QUESTION 7: Investors will provide your company's "Business Plan" as an appendix (Appendix A) to Form C or PDF form. The information will be available to investors and "readers." File it in an unlogged format.

Also will be furnished.

This prospectus contains information that is not "Material" under the Securities Act of 1933. This information is provided to you for informational purposes only and is not intended to be used in connection with the offering of securities. It is not intended to be used in connection with the offering of securities. It is not intended to be used in connection with the offering of securities. It is not intended to be used in connection with the offering of securities.

RISK FACTORS

The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.

These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.

3. Discuss the material factors that make an investment in the issuer speculative or risky:

To increase revenues, we must expand our userbase. To accomplish this, we must increase our visibility in the marketplace. Potential obstacles must be aware we exist and be able to find us. We need to demonstrate how our website can be useful to them. That could require us to devote more resources to marketing efforts, including advertising and other expenses, to build public awareness of our brand. Even with an aggressive marketing effort, there is no guarantee that we will be able to increase the number of new visitors to our website and, in turn, convert them into customers or users. Any number of conditions could affect the success of our marketing effort, which could have a negative impact on user experience with our website and adversely affect our results of operations and future growth.

We may be subject to future governmental regulations. Aspects of our business and our products may be regulated at the local, state, and federal levels. The nature and scope of future legislation, regulations and programs cannot be predicted. While we anticipate that we and our products will be in compliance with all applicable governmental regulations, there still may be risks that such laws and regulations may change with respect to present or future operations. Such additional costs would increase the cost of investments and operations and decrease the demand for services. We and our products will be ultimately responsible for compliance with such regulations and for obtaining and maintaining all required permits and licenses. Such compliance may be time consuming and costly, and such expenses may materially affect our future ability to break even or generate profits.

To remain competitive, we must continue to enhance and improve the functionality and features of our websites and technology infrastructure. As a result, we will need to continue to improve and expand our hosting and network infrastructure and related software capabilities. Future improvements may require greater levels of spending than we have experienced in the past. Without such improvements, our operations might suffer from unanticipated system disruptions, slow application performance or unreliable service levels, any of which could negatively affect our reputation and ability to attract and retain customers and contributors. Furthermore, in order to continue to attract and retain new customers, we are likely to incur expenses in connection with continuously updating and improving our user interface and experience. We may face significant delays in introducing new services, products and enhancements, if competitors introduce new products and services using new technologies or if new industry standards and practices emerge, our existing websites and our proprietary technology and systems may become obsolete or less competitive, and our business may be harmed. In addition, the expansion and improvement of our systems and infrastructure may require us to commit substantial financial, operational and technical resources, with no assurance that our business will improve.

The company may face difficulties attracting customers which could undermine its operations and severely impact its ability to operate.

From time to time, the Companies may be involved in claims and legal actions arising in the ordinary course of business. The Companies are not presently involved in any legal proceedings which management expects will adversely or in the aggregate to have a material adverse effect on its combined financial condition or results of operations or cash flows.

The return of COVID-19 lockdowns or a new epidemic can also be potential risks to the business.

We may need to acquire or develop new products, even existing ones, address any defects or errors, and adapt to changes in technology in order to continue growing our business.

Like all the travel industry, the company has been hit by the COVID-19 pandemic with 99% dropping business. For the future of the travel industry is uncertain and revenues may continue to suffer.

Our future success depends on the efforts of a small management team. The loss of services of the members of the management team may have an adverse effect on the company. There can be no assurance that we will be successful in attracting and retaining other personnel we require to successfully grow our business.

DISCLOSURE TO INVESTORS: This prospectus contains information that is not "Material" under the Securities Act of 1933. This information is provided to you for informational purposes only and is not intended to be used in connection with the offering of securities. It is not intended to be used in connection with the offering of securities. It is not intended to be used in connection with the offering of securities.

Ownership and Capital Structure

DESCRIPTION OF ISSUER'S SECURITIES

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

Class of Security	Securities (or Amount) Authorized	Securities (or Amount) Outstanding	Voting Rights
Class A Common Stock	7,500,000	6,962,850	Yes
Class B Common Stock	30,000,000	2,038,366	Yes
Preferred Stock	17,166,191	16,223,582	Yes

Class of Security	Securities Reserved for Issuance upon Exercise or Conversion
Warrants:	
Options:	2370814

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

Loan - BNP
Lender BNP
Issue date 05/27/20
Amount \$480,000.00
Outstanding principal plus interest \$480,000.00 as of 05/27/20
Interest rate 0.25% per annum
Maturity date 02/10/25
Current with payments Yes

Loan - SBA
Lender SBA
Issue date 08/26/20
Amount \$150,000.00
Outstanding principal plus interest \$150,000.00 as of 04/26/21
Interest rate 3.75% per annum
Current with payments Yes

Convertible Note
Issue date 04/08/19
Amount \$50,000.00
Interest rate 3.0% per annum
Discount rate 10.0%
Valuation cap \$40,000,000.00
Maturity date 04/09/22

Convertible Note
Issue date 10/01/17
Amount \$106,841.00
Interest rate 3.0% per annum

Discount rate 10.0%
Valuation cap \$40,000,000.00
Maturity date 10/02/22

Convertible Note
Issue date 10/28/19
Amount \$60,000.00
Interest rate 3.0% per annum
Discount rate 10.0%
Valuation cap \$40,000,000.00
Maturity date 10/28/22

Convertible Note
Issue date 11/12/19
Amount \$55,000.00
Interest rate 3.0% per annum
Discount rate 10.0%
Valuation cap \$40,000,000.00
Maturity date 11/11/22

Convertible Note
Issue date 12/01/19
Amount \$284,388.00
Interest rate 3.0% per annum
Discount rate 10.0%
Valuation cap \$40,000,000.00
Maturity date 12/02/22

Convertible Note
Issue date 12/02/19
Amount \$200,000.00
Interest rate 3.0% per annum
Discount rate 10.0%
Valuation cap \$40,000,000.00
Maturity date 12/03/22

Convertible Note
Issue date 04/19/20
Amount \$10,000.00
Interest rate 3.0% per annum
Discount rate 20.0%
Valuation cap \$40,000,000.00
Maturity date 04/19/23

Convertible Note
Issue date 04/24/20
Amount \$100,000.00
Interest rate 3.0% per annum
Discount rate 20.0%
Valuation cap \$40,000,000.00
Maturity date 04/24/23

Convertible Note
Issue date 05/03/20
Amount \$40,000.00
Interest rate 3.0% per annum
Discount rate 20.0%
Valuation cap \$40,000,000.00
Maturity date 05/03/23

INSTRUCTIONS TO QUESTION 24: name the variable amount, interest rate, maturity date, and/or other variable terms.

25. What other exempt offerings has the issuer conducted within the past three years?

Offering Date	Exemption	Security Type	Amount Sold	Use of Proceeds
4/2019	Regulation D, Rule 506(c)	Convertible Note	\$50,000	General operations
7/2019	Regulation D, Rule 506(c)	Convertible Note	\$1,047,088	General operations
8/2019	Regulation D, Rule 506(c)	Convertible Note	\$250,200	General operations
10/2019	Regulation D, Rule 506(c)	Convertible Note	\$100,841	General operations
10/2019	Regulation D, Rule 506(c)	Convertible Note	\$60,000	General operations
11/2019	Regulation D, Rule 506(c)	Convertible Note	\$55,000	General operations
12/2019	Regulation D, Rule 506(c)	Convertible Note	\$284,388	General operations
12/2019	Regulation D, Rule 506(c)	Convertible Note	\$200,000	General operations
4/2020	Regulation D, Rule 506(c)	Convertible Note	\$10,000	General operations
4/2020	Regulation D, Rule 506(c)	Convertible Note	\$100,000	General operations
5/2020	Regulation D, Rule 506(c)	Convertible Note	\$40,000	General operations
2/2022	Regulation D, Rule 506(c)	Preferred stock	\$3,069,244	General operations

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction during the beginning of the issuer's last fiscal year or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(3) of the Securities Act during the preceding 12-month period, including the amount of the issuer's net proceeds in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

- any director or officer of the issuer;
 - the person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
 - if the issuer was incorporated or organized within the past three years, any promoter of the issuer;
 - or any immediate family member of any of the foregoing persons.
- Yes
 No

For each transaction specify the person, relationship to issuer, nature of interest in transaction, and amount of interest.

SFO84, Inc and its wholly owned subsidiary P m00b 360 have a related party loan due to them in the amount of \$2,319. The loan was issued in 2015 to App411b, a shareholder in the Company. The loan has no specific maturity date, interest rate, or repayment terms, but is expected to be repaid as the Company becomes profitable.

INSTRUCTIONS TO QUESTION 25: The "other exempt offerings" field is not limited to any specific transaction, arrangement or relationship. It includes any distribution to purchasers of securities, or any sale of securities, arrangements or relationships.

Beneficial ownership for purposes of paragraph (2) shall be determined as of a date that is no more than 120 days prior to the date of filing of this offering statement and using the same calculation as set forth in Question 25 of this questionnaire.

The term "member of the family" includes any child, stepchild, grandchild, parent, stepparent, grandparent, spouse or former spouse, sibling, brother-in-law, sister-in-law, uncle, aunt, nephew, niece, grandnephew, grandniece, or any other person, and includes adoption relationships. The term "control" includes any relationship that gives a person the ability to exercise or influence the management of the issuer.

Calculate the amount of a individual's interest in any transaction without regard to the amount of the principal or how invested in the transaction. There is no need to state the approximate amount of the interest, disclose the approximate amount invested in the transaction.

FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history?

- Yes
 No

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

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 operations together with our financial statements and the related notes and other financial information included elsewhere in this offering. Some of the information contained in this discussion and analysis, including information regarding the strategy and plans for our business, includes forward-looking statements that involve risks and uncertainties. You should review the "Risk Factors" section for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Overview

Largest LGBTQ travel community in the world

"I experienced discrimination while booking a private room with my partner a few years ago. After that, I decided to create a marketplace where my community would be able to travel safely and with peace of mind around the world." Mathieu Jost, CEO

misterb&b empowers the LGBTQ community to travel more safely, feel welcome & get local insider tips whenever they go. We're the largest online community of LGBTQ travelers with 1 million accommodations providing a welcoming and safe environment in 200+ countries (private rooms, apartments, LGBTQ friendly hotels)

The driving mission behind misterb&b is to ensure all LGBTQ travelers and hosts can connect in real life and feel welcome everywhere. We started with short-term rentals and added LGBTQ friendly hotels thanks to the super successful 2019 Welunder round. We went to be the go-to travel company for the LGBTQ community, where you need a city guide by a gay local, book a place to stay knowing that you're getting the safest travel experience out there.

Historical Results of Operations

- *Revenue & Gross Margin:* For the period ended December 31, 2022, the Company had revenues of \$3,231.43 compared to the year ended December 31, 2021, when the Company had revenues of \$1,485.312. Our gross margin was 87.59% in fiscal year 2022, compared to 84.62% in 2021.

- *Assets:* As of December 31, 2021, the Company had total assets of \$5,287,898, including \$2,727,097 in cash. As of December 31, 2020, the Company had \$3,660,641 in total assets, including \$2,299,237 in cash.

- *Net Income:* The Company has had net income of \$1,000,840 and net losses of \$207,620 for the fiscal years ended December 31, 2022 and December 31, 2021, respectively.

- *Liabilities:* The Company's liabilities totaled \$711,829 for the fiscal year ended December 31, 2022 and \$3,024,272 for the fiscal year ended December 31, 2021.

Liquidity & Capital Resources

To date, the company has been financed with \$630,000 in debt, \$14,709,721 in equity, \$506,222 in convertibles, and \$1,132,500 in SAFEs.

After the conclusion of this Offering, should we hit our minimum funding target, our projected runway is 15 months before we need to raise further capital.

We plan to use the proceeds as set forth in this Form C under "Use of Funds". We don't have any other sources of capital in the immediate future.

We will likely require additional financing in excess of the proceeds from the Offering in order to perform operations over the lifetime of the Company. We plan to raise capital in 16 months, except as otherwise described in this Form C, we do not have additional sources of capital other than the proceeds from the offering. Because of the complexities and uncertainties in establishing a new business strategy, it is not possible to adequately project whether the proceeds of this offering will be sufficient to enable us to implement our strategy. This complexity and uncertainty will be increased if less than the maximum amount of securities offered in this offering is sold. The Company intends to raise additional capital in the future from investors. Although capital may be available for early-stage companies, there is no guarantee that the Company will receive any investments from investors.

Runway & Short/Mid Term Expenses

SF084, Inc. cash in hand is \$2,467,738, as of March 2023. Over the last three months, revenues have averaged \$293,721/month, cost of goods sold has averaged \$39,418/month, and operational expenses have averaged \$28,034/month, for an average burn rate of \$51,731 per month. Our intent is to be profitable in 12 months.

We did a financing round early in 2022. We converted a so all our pending convertible notes.

We definitively expect the company to continue to generate profits in the upcoming months.

misterb&b is profitable in 2022. This is an important news as it will allow us to continue to invest to grow our business. At this point, we don't need any new financing.

The company is well-funded right now. We have cash in the bank through loans, profits and a Series A+ that occurred early 2022.

All projections in the above narrative are forward looking and not guaranteed.

INSTRUCTIONS TO QUESTIONS 28: The discussion must cover each year for which financial statements are provided. For issuers with no prior operating history, the discussion should focus on financial resources and operational, liquidity and other challenges. For issuers with an operating history, the discussion should focus on working historical costs and cash. Set out an approximation of what investors should expect to receive. Take into account the proceeds of the offering and any other source of proceeds available to the issuer. Discuss how the proceeds from the offering will affect liquidity needs. If not, say there funds will not require additional funds to necessary in the activities of the business, and how quickly the issuer anticipates using the proceeds to cash. Describe the other available sources of capital in the business, such as bank of credit or regular contribution by shareholders. References to the issuer in this Question 28 and these instructions refer to the issuer and to predecessors, if any.

FINANCIAL INFORMATION

29. Include financial statements covering the two most recently completed fiscal years or the period(s) since inception, if shorter:

Refer to Appendix C, Financial Statements.

I, Mathieu Jost, certify that:

(1) the financial statements of SF084, Inc. included in this Form are true and complete in all material respects; and

(2) the financial information of SF084, Inc. included in this Form reflects accurately the information reported on the tax return for SF084, Inc. filed for the most recently completed fiscal year.

Mathieu Jost
CEO

OTHER MATERIAL INFORMATION

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and

- (2) such further material information, if any, as may be necessary to make the required statement, in the light of the circumstances under which they are made, not misleading.

The Company is using the services of XX as part of its offering. XX is comprised of XX Investments, LLC, XX Team, LLC, and the Lead Investors who provide services on behalf of XX Team, LLC. The services of XX are available to companies that offer securities through Welunder Portal LLC and to investors who invest in such companies through Welunder Portal, but XX is not affiliated with Welunder Portal or its affiliates.

XX Investments is the Company's transfer agent and also acts as custodian, paying agent, and proxy agent on behalf of all investors that enter into the Custodial and Voting Agreement with XX Investments through the Welunder Portal website ("investors"). XX Investments holds legal title to the securities the Company issues through Welunder Portal (which are uncertificated) on behalf of investors. Investors, in turn, hold the beneficial interests in the Company's securities. XX Investments keeps track of each investor's beneficial ownership interest and makes any distributions to the investors (or other parties, as directed by the investors).

In addition to the above services, at the direction of XX Team, XX Investments votes the securities and take any other actions in connection with such voting on behalf of the investors. XX Investments acts at the direction of XX Team, because XX Team holds a power of attorney from each investor that has entered into the Investor Agreement to make voting decisions on behalf of that investor. XX

Investments will not charge investors for its services. XX Investments does charge the Company \$1,000/year for services; however, those fees may be paid by Wefunder Inc. on behalf of the Company.

As noted, XX Team holds a power of attorney from each investor that has entered into the Investor Agreement to make voting decisions on behalf of that investor. Pursuant to the power of attorney, XX Team will make voting decisions and then direct XX Investments to vote and take any other actions in connection with the voting on Investors' behalf. XX Team will act, with respect to the Company, through our Lead Investor, who is a representative of XX Team. As compensation for its voting services, each investor authorizes XX Investments to distribute to XX Team 10% of any distributions the investor would otherwise receive from the Company. XX Team will share its compensation with our Lead Investor, XX Team. Through our Lead Investor, may also provide consulting services to the Company and may be compensated for these services by the Company although, fees owed by the Company may be paid by Wefunder Inc. XX Team will share its consulting compensation with our Lead Investor.

The Lead Investor is an experienced investor that we choose to act in the role of Lead Investor, both on behalf of the Company and on behalf of investors. As noted, the Lead Investor will be a representative of XX Team and will share in compensation that XX Team receives from the Company (or Wefunder Inc. on the Company's behalf) or from investors. The Lead Investor will be chosen by the Company and approved by Wefunder Inc., and the identity of the Lead Investor must be disclosed to investors before investors make a final investment decision to purchase the Company's securities. Investors will receive disclosure regarding all fees that may be received by the Lead Investor. In addition to the fees described above, the Lead Investor may receive compensation in the future. Wefunder Advisors LLC forms a special purpose vehicle ("SPV") for the purpose of investing in a non-Regulation Crowdfunding offering of the Company. In such a circumstance, the Lead Investor may act as a portfolio manager for that SPV (and as a supervised person of Wefunder Advisors) and may be compensated through that role. Although the Lead Investor may act in multiple roles and be compensated from multiple parties, the Lead Investor's goal is to maximize the value of the Company and therefore maximize the value of the Company's securities. As a result, the Lead Investor's interests should always be aligned with those of the investors.

Investors that wish to purchase the Company's securities through Wefunder Portal must agree to (1) hire XX Investments to serve as custodian, paying agent, and proxy agent with respect to the Company's securities; (2) give a power of attorney to XX Team to make all voting decisions with respect to the Company's securities; and (3) direct XX Investments to share 10% of the investor's distribution from the Company with XX Team. The Company may waive these requirements for certain investors with whom the Company has a pre-existing relationship.

The XX arrangement described above is intended to benefit the Company by allowing the Company to reflect one investor of its capitalization table (XX Investments) and by simplifying the voting process with respect to the Company's securities by having one entity (XX Team), through one person (the Lead Investor), make all voting decisions and having one entity (XX Investments) carry out XX Team's voting instructions and any take any related actions. The XX arrangement also is intended to benefit investors by providing the services of an experienced Lead Investor (acting on behalf of XX Team) who is expected to make value-maximizing decisions regarding investors' securities. XX Team (acting through the Lead Investor) may further benefit both the Company and investors by providing consulting services to the Company that are intended to maximize both the value of the Company's business and also the value of its securities.

INVESTORS TO WHOM THIS OFFERING IS PROVIDED TO INVEST IN A PRIVATE, PUBLIC OR OTHER MARKET ARE TO BE REFERRED TO AS "PERSONS" UNLESS OTHERWISE SPECIFIED. THE TERM "YOU" INCLUDES:
(1) A DESCRIPTION OF THE NATURE OF YOUR INVESTMENT;
(2) A DESCRIPTION OF THE TERMS OF YOUR INVESTMENT; AND
(3) THE NATURE OF THE SERVICE OR VALUE YOU ARE PROVIDING TO THE COMPANY.

ONGOING REPORTING

32. The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:

120 days after the end of each fiscal year covered by the report.

33. Once posted, the annual report may be found on the issuer's website at:

<https://www.misterbandb.com/invest>

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

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

APPENDICES

[Appendix A: Business Description & Plan](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)

[Appendix D: Director & Officer Work History](#)

[Anton Waitz](#)
[Francois De Landès De Saint Palais d'Aussac](#)
[Jean Bourceroeu](#)
[Marc Dedonder](#)
[Mathieu Jost](#)

[Appendix E: Supporting Documents](#)

[Add here Form C-144a-Invest \(04/09, 04/15\)](#)

Signatures

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

The following documents will be filed with the SEC:

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[Offering Statement \(this page\)](#)

[Appendix A: Business Description & Plan](#)

[Appendix B: Investor Contracts](#)

[misterb5b Convertible Note](#)

[Appendix C: Financial Statements](#)

[Financials 1](#)

[Appendix D: Director & Officer Work History](#)

[Anton Waitz](#)
[Francois De Landès De Saint Palais d'Aussac](#)
[Jean Bourceroeu](#)
[Marc Dedonder](#)
[Mathieu Jost](#)

[Appendix E: Supporting Documents](#)

Pursuant to the requirements of Sections 4(a)(b) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (17 CFR 227.101 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing an Annual Report and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

SFO84, Inc

By

[Mathieu Jost](#)

CEO

Pursuant to the requirements of Sections 4(a)(6) and 4(A) of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), this Annual Report and Transfer Agent Agreement has been signed by the following persons in the capacities and on the dates indicated.

Jean Bourcereau

GP
4/28/2023

Marc Dedondér

CCO
4/27/2023

François de Landès de Saint

Palais d'Aussac

COO
4/27/2023

Mathieu Jost

CEO
4/27/2023