

# Offering Statement for Avail Productivity Systems, Inc., d/b/a SNAPSHYFT (“SnapShyft”)

This document is generated by a website that is operated by Netcapital Systems LLC ("Netcapital"), which is not a registered broker-dealer. Netcapital does not give investment advice, endorsement, analysis or recommendations with respect to any securities. All securities listed here are being offered by, and all information included in this document are the responsibility of, the applicable issuer of such securities.

Netcapital has not taken any steps to verify the adequacy, accuracy or completeness of any information. Neither Netcapital nor any of its officers, directors, agents and employees makes any warranty, express or implied, of any kind whatsoever related to the adequacy, accuracy or completeness of any information in this document or the use of information in this document.

All Regulation CF offerings are conducted through Netcapital Funding Portal Inc. ("Portal"), an affiliate of Netcapital, and a FINRA/SEC registered funding-portal. For inquiries related to Regulation CF securities activity, contact Netcapital Funding Portal Inc.:

**Paul Riss:**

[paul@netcapital.com](mailto:paul@netcapital.com)

Netcapital and Portal do not make investment recommendations and no communication, through this website or in any other medium, should be construed as a recommendation for any security offered on or off this investment platform. Equity crowdfunding investments in private placements, Regulation A, D and CF offerings, and start-up investments in particular are speculative and involve a high degree of risk and those investors who cannot afford to lose their entire investment should not invest in start-ups. Companies seeking startup investments through equity crowdfunding tend to be in earlier stages of development and their business model, products and services may not yet be fully developed, operational or tested in the public marketplace. There is no guarantee that the stated valuation and other terms are accurate or in agreement with the market or industry valuations. Additionally, investors may receive illiquid and/or restricted stock that may be subject to holding period requirements and/or liquidity concerns. In the most sensible investment strategy for start-up investing, start-ups should only be part of your overall investment portfolio. Further, the start-up portion of your portfolio may include a balanced portfolio of different start-ups. Investments in startups are highly illiquid and those investors who cannot hold an investment for the long term (at least 5-7 years) should not invest.

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

## The Company

**1. What is the name of the issuer?**

Avail Productivity Systems, Inc., d/b/a SNAPSHYFT

525 S Meridian St

Ste 1C

Indianapolis, IN 46225

## Eligibility

**2. The following are true for Avail Productivity Systems, Inc., d/b/a SNAPSHYFT:**

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

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

No.

## Directors, Officers and Promoters of the Company

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

***Name***

Mark Prifogle

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

Mark Prifogle has served GrandView Pharmacy, and its subsidiary pharmacy, medical equipment, clinical research and medical uniforms companies, for over 15 years in a variety of capacities in retail, 340B, specialty, compounding, and long-term care pharmacy settings. Mark currently serves as the Chief Executive Officer and Group President.

He studied Psychology at Indiana University's School of Behavioral and Social Sciences, as well as Long Term Care Administration at Martin University. He holds an active Comprehensive Health Facility Administrator's license which allows him to operate hospital-based and freestanding skilled nursing facilities, licensed assisted living facilities and medical homes for children. He completed his HFA/LNHA residency with the Hickory Creek Healthcare Foundation.

In addition to his responsibilities at GrandView, Mark is a guest lecturer on nursing home administration and pharmacy. He serves as a Business Administration Preceptor for Purdue College of Pharmacy, Affiliated Faculty at Manchester University College of Pharmacy and Butler University College of Pharmacy and Health Sciences.

Investor and Board Member, Snapshyft, February 2017 - Present Chief Executive Officer and Group President at GrandView Pharmacy, from December 2001 - Present

**Name**

Thor Wood

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

Founder and CEO, Thor Wood has over 15 years in F&B and 13 years in recruiting/staffing and he recognized this fantastic opportunity to fundamentally alter how staffing is done, as well as how the professionals secure additional income without the hassles of job posts, job applications, interviews, and so forth. Thor attended Indiana University-Purdue University, Indianapolis (IUPUI) where he studied Architectural Technology. Thor dropped out of college.

Founder and CEO at SnapShyft, from September 2016 - present

**Name**

Stephanie Corliss

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

Our co-founder/COO Stephanie Corliss, has 20+ years in Operations, Finance, Accounting and HR experience working at non-profits and Fortune 500 companies. She also worked in operations & management at high-end resorts and country clubs.

Co-founder/COO at SnapShyft, from September 2016 - Present

University of Phoenix Bachelor's degree in Accounting/Finance 2004 – 2007

University of Oregon Extension Classes while Attending Southern Oregon Accounting and Business/Management 1998 – 2000 Additional coursework towards accounting requirements at SOU

Southern Oregon University Field Of Study Business 1997 – 1999

Hodges University Continued Professional Education Specialized Knowledge & Applications Annual Nonprofit Accounting and Audit Update - Specific to FASB Update and FLSA Final Ruling

## **Principal Security Holders**

5. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer’s outstanding voting equity securities, calculated on the basis of voting power. To calculate total voting power, include all securities for which the person directly or indirectly has or shares the voting power, which includes the power to vote or to direct the voting of such securities. If the person has the right to acquire voting power of such securities within 60 days, including through the exercise of any option, warrant or right, the conversion of a security, or other arrangement, or if securities are held by a member of the family, through corporations or partnerships, or otherwise in a manner that would allow a person to direct or control the voting of the securities (or share in such direction or control — as, for example, a trustee) they should be included as being “beneficially owned.” You should include an explanation of these circumstances in a footnote to the “Number of and Class of Securities Now Held.” To calculate outstanding voting equity securities, assume all outstanding options are exercised and all outstanding convertible securities converted.

### **William T. Wood**

Securities:	5,800,000
Class:	Common Stock
Voting Power:	46.9%

## **Business and Anticipated Business Plan**

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

The SNAPSHYFT Labor Marketplace is a cloud-based staffing software and mobile app connecting food & beverage and hospitality operations with actual industry pros, on-demand. We help fill shifts fast— combining the best attributes of the gig-economy and HR Tech— as an on-demand staffing solution dedicated to the food & beverage and hospitality industry. Our platform is aiming to change the way these businesses get the right talent for their immediate needs while eliminating bias and discrimination. In turn, we are hoping to generate a positive socio-economic impact for the operations, the professionals, and the community-at-large. SNAPSHYFT is a Delaware C-Corp, headquartered in Indianapolis, with an executive outpost in San Francisco.

Our mission is to reshape how the food & beverage and hospitality industry addresses staffing— by removing the friction points that prevent businesses from being fully staffed and those that keep workers from generating income necessary to survive. We seek to align with full-service hotels, restaurant groups/bars, festival & event facilities, catering operations, food trucks, FDA facilities, et al.

Since inception, we have been achieving our goals— like our +92% fulfillment rate for the entirety of last year (compared to the staffing industry average of 34%).

Looking ahead, our evolution as a platform could bring to reality our ambitions to extend beyond the realm of “short-term shift fulfillment”. There is much work to be done on our end to execute on this evolution, while also doubling-down on the positive socioeconomic outcomes our platform aims to generate in several meaningful ways for the businesses, the professionals, and the community-at-large.

Simplicity is at the core of our value-offering— our interface features built-in time clock, active shift monitoring, automatic payment processing, liability, and workers’ comp insurance, access to a plethora of benefits such as retirement, tax withholding, healthcare, banking, and telemedicine.

Approved professionals are thoroughly background checked, pre-qualified, industry-experienced team players that are ready to work. They receive 100% of the hourly rate plus any tips earned, and our system pays them almost instantly. We aim to achieve very high fulfillment rates, impacting the business's bottom line, and generating socio-economic benefits for workers that are underserved and overlooked.

Looking ahead at 2020 we aim to further realize increased strength of our built-in value creators (i.e. direct & indirect, two-sided, data network, tech performance, and social network effects)— combined with a predictable sales engine, economies of scale, and scaling sales velocity accordingly.

SnapShyft currently has 2 employees.

## Risk Factors

*A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.*

*In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.*

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

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

### **7. Material factors that make an investment in Avail Productivity Systems, Inc., d/b/a SNAPSHYFT speculative or risky:**

1. We have a limited operating history upon which you can evaluate our performance, and accordingly, our prospects must be considered in light of the risks that any new company encounters. We were incorporated under the laws of Delaware on September 26, 2018. Accordingly, we have little history upon which an evaluation of our prospects and future performance can be made. Our proposed operations are subject to all business risks associated with new enterprises. The likelihood of our continuation of a viable business must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with an early-stage a business operating in the competitive industry of mobile applications, and the continued development of advertising, promotions, and a corresponding client base. We anticipate that our operating expenses will increase for the near future. There can be no assurances that we will ever operate profitably. You should consider the Company's business, operations and prospects in light of the risks, expenses and challenges faced as an early-stage company.
2. The development and commercialization of our mobile application is highly competitive. We face competition with respect to any products that we may seek to develop or commercialize in the future. Many of our competitors have significantly greater financial, technical and human resources than we have and superior expertise in research and development and marketing approved products and thus may be better equipped than us to develop and commercialize products.
3. We must correctly predict, identify, and interpret changes in consumer preferences and demand, offer new features to meet those changes, and respond to competitive innovation. Consumer preferences in user experience of mobile applications change continually. Our success depends on our ability to

predict, identify, and interpret the habits of our customers and to offer features that appeal to consumer preferences. If we fail to expand our services, upgrades and features offerings successfully or if we do not rapidly develop products in faster growing and more profitable categories, demand for our app could decrease, which could materially and adversely affect our anticipated product sales, financial condition, and results of operations.

4. From time to time, third parties may claim that one or more of our products or services infringe their intellectual property rights.

Any dispute or litigation regarding patents or other intellectual property could be costly and time-consuming due to the complexity of our technology and the uncertainty of intellectual property litigation and could divert our management and key personnel from our business operations. A claim of intellectual property infringement could force us to enter into a costly or restrictive license agreement, which might not be available under acceptable terms or at all, could require us to redesign our products, which would be costly and time-consuming, and/or could subject us to an injunction against development and sale of certain of our products or services. We may have to pay substantial damages, including damages for past infringement if it is ultimately determined that our product candidates infringe a third party's proprietary rights. Even if these claims are without merit, defending a lawsuit takes significant time, may be expensive and may divert management's attention from other business concerns. Any public announcements related to litigation or interference proceedings initiated or threatened against us could cause our business to be harmed. Our intellectual property portfolio may not be useful in asserting a counterclaim, or negotiating a license, in response to a claim of intellectual property infringement.

5. An intentional or unintentional disruption, failure, misappropriation or corruption of our network and information systems could severely affect our business.

Such an event might be caused by computer hacking, computer viruses, worms and other destructive or disruptive software, "cyber attacks" and other malicious activity, as well as natural disasters, power outages, terrorist attacks and similar events. Such events could have an adverse impact on us and our customers, including degradation of service, service disruption, excessive call volume to call centers and damage to our data. In addition, our future results could be adversely affected due to the theft, destruction, loss, misappropriation or release of confidential customer data or intellectual property. Operational or business delays may result from the disruption of network or information systems and the subsequent remediation activities. Moreover, these events may create negative publicity resulting in reputation or brand damage with customers.

6. Maintaining, extending and expanding our reputation and brand image are essential to our business success. In order for the Company to compete and grow, we must extend and expand our brand image through marketing investments, including advertising and consumer promotions, and product innovation. In addition, our success in extending and expanding our brand image depends on our ability to adapt to a rapidly changing media environment. We expect to increasingly rely on social media and online dissemination of advertising campaigns. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative posts or comments about us, our brands or our products on social or digital media, whether or not valid, could seriously damage our brands and reputation. If we do not establish, maintain, extend and expand our brand image, then our product sales, financial condition and results of operations could be adversely affected. Moreover, adverse publicity about regulatory or legal action against us could damage our reputation and brand image, undermine our customers' confidence and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or not material to our operations.

7. Our business and results of operations may be adversely affected if we are unable to maintain our customer experience or provide high quality customer service.

The success of our business largely depends on our ability to provide superior customer experience

and high quality customer service, which in turn depends on a variety of factors, such as our ability to continue to provide a reliable and user-friendly interface for our customers to use our mobile application, reliable and timely responses, and superior after sales services. Our economic prospects may decrease if our mobile application or website services are severely interrupted or otherwise fail to meet our customer requests. Should we or our third-party delivery companies fail to provide customer service in a convenient or reliable manner, or if our customers are not satisfied with our product quality, our reputation and customer loyalty could be negatively affected. As a result, if we are unable to continue to maintain our customer experience and provide high quality customer service, we may not be able to retain existing customers or attract new customers, which could have an adverse effect on our business and results of operations.

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

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

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

The securities being offered have not been registered under the Securities Act of 1933 (the "Securities Act"), in reliance on exemptive provisions of the Securities Act. Similar reliance has been placed on apparently available exemptions from securities registration or qualification requirements under applicable state securities laws. No assurance can be given that any offering currently qualifies or will continue to qualify under one or more of such exemptive provisions due to, among other things, the adequacy of disclosure and the manner of distribution, the existence of similar offerings in the past or in the future, or a change of any securities law or regulation that has retroactive effect. If, and to the extent that, claims or suits for rescission are brought and successfully concluded for failure to register any offering or other offerings or for acts or omissions constituting offenses under the Securities Act, the Securities Exchange Act of 1934, or applicable state securities laws, the Company could be materially adversely affected, jeopardizing the Company's ability to operate successfully. Furthermore, the human and capital resources of the Company could be adversely affected by the need to defend actions under these laws, even if the Company is ultimately successful in its defense.

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

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

reaches its target offering amount after 21-calendar days but before the deadline, the Company can end the Offering with 5 business days' notice. This means your failure to participate in the Offering in a timely manner, may prevent you from being able to participate – it also means the Company may limit the amount of capital it can raise during the Offering by ending it early.

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

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

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

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

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

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

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

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

15. *The amount of additional financing needed by Company will depend upon several contingencies not foreseen at the time of this Offering. Each such round of financing (whether from the Company or other investors) is typically intended to provide the Company with enough capital to reach the next major corporate milestone. If the funds are not sufficient, Company may have to raise additional capital at a price unfavorable to the existing investors. The availability of capital is at least partially a function of capital market conditions that are beyond the control of the Company. There can be no*

assurance that the Company will be able to predict accurately the future capital requirements necessary for success or that additional funds will be available from any source. Failure to obtain such financing on favorable terms could dilute or otherwise severely impair the value of the investor's Company securities.

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

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

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

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

## The Offering

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

The Company plans to raise between \$10,000 and \$1,070,000 through an offering under Regulation CF. Specifically, if we reach the target offering amount of \$10,000, we may conduct the first of multiple or rolling closings of the offering early if we provide notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). Oversubscriptions will be allocated on a first come, first served basis. Changes to the offering, material or otherwise, occurring after a closing, will only impact investments which have yet to be closed.

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

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

Funds will be used to scale our sales and operations teams, as well as fund evolution of the product to meet the needs of 2020. Approximately half of our net proceeds are designated for sales and marketing, 25% for

further development efforts and 25% for operational costs.

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

Uses	If Target Offering Amount Sold	If Maximum Amount Sold
Intermediary Fees	\$490	\$52,430
Working Capital	\$0	\$66,570
Sales and Marketing	\$4,755	\$475,500
Development	\$2,377	\$237,750
Operations	\$2,378	\$237,750
<b>Total Use of Proceeds</b>	<b>\$10,000</b>	<b>\$1,070,000</b>

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

In entering into an agreement on the Netcapital Funding Portal to purchase securities, both investors and Avail Productivity Systems, Inc., d/b/a SNAPSHYFT must agree that a transfer agent, which keeps records of our outstanding Common Stock (the "Securities"), will issue digital Securities in the investor's name (a paper certificate will not be printed). Similar to other online investment accounts, the transfer agent will give investors access to a web site to see the number of Securities that they own in our company. These Securities will be issued to investors after the deadline date for investing has passed, as long as the targeted offering amount has been reached. The transfer agent will record the issuance when we have received the purchase proceeds from the escrow agent who is holding your investment commitment.

**11. How can an investor cancel an investment commitment?**

You may cancel an investment commitment for any reason until 48 hours prior to the deadline identified in the offering by logging in to your account with Netcapital, browsing to the Investments screen, and clicking to cancel your investment commitment. Netcapital will notify investors when the target offering amount has been met. If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment). If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment. If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.

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

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

## **Ownership and Capital Structure**

## The Offering

### 13. Describe the terms of the securities being offered.

We are issuing Securities at an offering price of \$0.41 per share.

### 14. Do the securities offered have voting rights?

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

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

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

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

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

## Restrictions on Transfer of the Securities Offered

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

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

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

The term “member of the family of the purchaser or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships.

The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.

## Description of Issuer’s Securities

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

## Securities

Class of Security	Amount Authorized	Amount Outstanding	Voting Rights	Other Rights
Common Stock	20,000,000	12,260,752	Yes	

## Options, Warrants and Other Rights

Type	Description	Reserved Securities
Option to purchase common stock	Grant date: 4/5/2018, exercise price:\$0.1589, Expiration:4/5/2020	314,737
Warrant to purchase common stock	Grant date: 02/01/2020, exercise price:\$0.3547, expiration:02/01/2021	845,640
Option to purchase common stock	Grant date 9/28/2019, exercise price \$0.1589, no expiration date, 4-year vesting period	250,000

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

Aside from the shareholder who individually owns more than 20% of the company, 7 individuals each have varying levels of common stock ownership in SnapShyft, Inc. We also have investors that provided us with a total of \$250,000 in Simple Agreement for Future Equity (“SAFE”) investments. Our SAFE instruments allow the SAFE investors to convert at a 20% discount to the price of capital stock issued in a future equity financing, subject to a valuation cap of \$4,000,000. The conversion of the SAFE instruments will dilute your ownership.

The Company borrowed \$150,000 under a Keep It Simple Security (“KISS”) agreement. Upon the closing of the next equity financing, as defined by the KISS, the \$150,000 loan will be automatically converted into a number of shares equal to 6% of the fully diluted capitalization of the Company immediately following the closing of the next equity financing. The conversion of the KISS will dilute your ownership.

We also have outstanding (a) an option to purchase 314,737 shares of common stock at a price of \$0.1589 per share; (b) an option to purchase 250,000 shares of common stock at a price of \$0.1589 per share; and (c) a warrant to purchase 845,640 shares of common stock at a price of \$0.3547 per share. If any of these financial instruments are exercised, it will dilute your ownership of the Company.

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

No.

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

At current levels of ownership, Thor Wood represents a majority ownership of SnapShyft, Inc. and has the ability to make decisions that may not be in your best interest. As a minority owner, you may be outvoted on issues that impact your investment, such as the issuance of additional shares, or the sale of debt, convertible debt or assets of the company.

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

At the issuer's discretion.

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

Investors with a minority ownership in Snapshyft, Inc will be subject to the same risks as any investor with a minority stake in the company. Primarily, minority investors will not have the voting rights required to influence company direction at their discretion.

**23. What are the risks to purchasers associated with corporate actions including:**

- additional issuances of securities,
- issuer repurchases of securities,
- a sale of the issuer or of assets of the issuer or
- transactions with related parties?

The issuance of additional securities will dilute your ownership. As a result, if we achieve profitable operations in the future, our net income per share will be reduced because of dilution, and the market price of our common stock, if there is a market price, could decline as a result of the additional issuances of securities.

If we repurchase securities, so that the above risk is mitigated, we may not have enough cash available for marketing expenses, growth, or operating expenses to reach our goals. If we do not have enough cash to operate and grow, we anticipate the market price of our common stock, if any, would decline.

A sale of our company or of all the assets of our company may result in an entire loss of your investment. We cannot predict the market value of our company or our assets, and the proceeds of a sale may not be cash, but instead, unmarketable securities, or an assumption of liabilities. It is unlikely that in the near term, a sale would result in a premium that is significant enough over book value to generate a return to our investors.

We may need to negotiate with a related party for additional capital. No assurance can be given that such funds will be available or, if available, will be on commercially reasonable terms satisfactory to us. Even if such financing is available, it may be on terms that are materially adverse to your interests with respect to dilution of book value, dividend preferences, liquidation preferences, or other terms. We anticipate that if we have any transactions with related parties, that they will be on an arms-length basis.

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

<b>Creditor(s):</b>	gener8tor fund
<b>Amount Outstanding:</b>	\$70,000
<b>Interest Rate:</b>	5.0%
<b>Maturity Date:</b>	October 19, 2021
<b>Other Material Terms:</b>	Uncapped convertible note. Conversion upon qualified financing round where pre-money valuation exceeds \$1,000,000. No discount if converted within 6 months; optional conversion on maturity at 15% discount.

<b>Creditor(s):</b>	500 B24 LLC
<b>Amount Outstanding:</b>	\$150,000
<b>Interest Rate:</b>	0.0%
<b>Maturity Date:</b>	December 31 2020

**Maturity Date:**

DECEMBER 31, 2020

**Other Material Terms:**

The Company borrowed \$150,000 under a Keep It Simple Security (“KISS”) agreement. Upon the closing of the next equity financing, as defined by the KISS, the \$150,000 loan will be automatically converted into a number of shares equal to 6% of the fully diluted capitalization of the Company immediately following the closing of the next equity financing.

**25. What other exempt offerings has Avail Productivity Systems, Inc., d/b/a SNAPSHYFT conducted within the past three years?**

<b>Date of Offering:</b>	12/2018
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Other
<b>Amount Sold:</b>	\$25,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	02/2019
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Other
<b>Amount Sold:</b>	\$20,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	05/2019
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Other
<b>Amount Sold:</b>	\$80,000
<b>Use of Proceeds:</b>	General and administrative costs; research and development costs
<b>Date of Offering:</b>	07/2019
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Other
<b>Amount Sold:</b>	\$50,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	07/2019
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Other
<b>Amount Sold:</b>	\$25,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	10/2019
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Other

<b>Amount Sold:</b>	\$50,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	09/2018
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Common Stock
<b>Amount Sold:</b>	\$170,000
<b>Use of Proceeds:</b>	General and administrative costs; research and development costs
<b>Date of Offering:</b>	09/2018
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Common Stock
<b>Amount Sold:</b>	\$20,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	09/2018
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Common Stock
<b>Amount Sold:</b>	\$14,000
<b>Use of Proceeds:</b>	General and administrative costs
<b>Date of Offering:</b>	10/2018
<b>Exemption:</b>	Section 4(a)(2)
<b>Securities Offered:</b>	Common Stock
<b>Amount Sold:</b>	\$20,000
<b>Use of Proceeds:</b>	General and administrative costs

26. **Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:**
1. any director or officer of the issuer;
  2. any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;
  3. if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or
  4. any immediate family member of any of the foregoing persons.

No.

## Financial Condition of the Issuer

**27. Does the issuer have an operating history?**

Yes.

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

SNAPSHYFT is a 3-year-old company that is generating revenue. Our average monthly burn rate is around \$20,000, with an average historical allocation of 50% towards sales and marketing, 40% to development, 2% to G&A, and 8% to operations/customer success. We currently have metrics around the user base.

With this raise, we plan to allocate a similar percentage to sales and marketing, with a higher allocation to operations/customer success. We believe these activities will result in the traction we will need to court venture capital funding. We hope to raise more than \$1,000,000 from a financing round in 2021.

We currently have cash balances of approximately \$65,000 and approximately \$49,000 in accounts receivables. We plan to continue to keep a tight rein on expenses in order to keep a secure runway for the duration of the time it will take to raise this round.

Our expenses from our date of inception of our original limited liability company, which was converted into a C corporation in 2018, to our year-end on December 31, 2019, amounted to \$766,671. Our accumulated deficit for the year ended December 31, 2019 amounted to \$641,459. The \$766,671 in expenses included the cost of doing business, general and administrative costs, and product development, and subsequently selling and marketing the product.

Our revenues increased by \$173,974, or 93% to \$360,823 for the year ended December 31, 2019 as compared to revenues of \$186,849 for the year ended December 31, 2018. We believe we can continue to increase our revenues if we can continue to market and advertise.

Our operating expenses increased by \$123,597, or 42% to \$355,813 for the year ended December 31, 2019 as compared to operating expenses of \$232,216 for the year ended December 31, 2018. The bulk of these expenses were selling, general and administrative costs, which amounted to \$307,748 and \$173,463 for the years ended December 31, 2019 and 2018, respectively. Our research and development costs amounted to \$48,065 and \$58,753 for the years ended December 31, 2019 and 2018, respectively

Historically, we have been successful in raising capital via SAFE, KISS, convertible notes, and equity investments. We believe we can continue to raise money from some of these sources, however, the amounts raised and the terms of any new capital are difficult to determine at this point in time, and may dilute the equity value of existing shareholders.

## Financial Information

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

See attachments:

CPA Review Report: [reviewletter.pdf](#)

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

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

If Yes to any of the above, explain:

5. Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

**1. any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder?**

**2. Section 5 of the Securities Act?**

**6. Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?**

**7. Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?**

**8. Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?**

Avail Productivity Systems, Inc., d/b/a SNAPSHYFT answers 'NO' to all of the above questions.

## Other Material Information

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

Video Transcription Thor Wood (TW): SnapShyft is a mobile app labor marketplace that connects understaffed food & beverage and hospitality operations with qualified professionals on demand.

Megan Rose Dickey (MRD): Nice. So are these 1099 contractors or W-2?

TW: They are 1099, but that comes with some perks on our end. We want to take care of these folks so there's benefits and telemed, and a number of things we try to provide them to balance out their status.

MRD: How many customers are on board right now?

TW: Just shy of 400. We launched in Indianapolis last year, so that was our core market, and we've since kicked off pilots and Chicago and Denver so we're steadily adding to that.

MRD: So you mentioned these are hospitality types of jobs. Are these people who would work in hotels or more short-term catering events?

TW: Yeah so our ideal customer is a full-service hotel, it's a catering operation, but even bars, restaurants and food trucks. We also do a lot of concerts, festivals and sporting events. You name it, if it's food and beverage we can help.

MRD: So the hotels and concerts and other events are paying you to help them find workers? How are you making money?

TW: We looked at the temp agency model and decided that doesn't work. It's not transparent or fair to the workers or the businesses so it's free to have an account. Depending on the level of work you need from my team, or the technology, you have a membership that scales up. It caps out at about \$150 a month so it's super cheap. It's free for the workers and we actually charge a transaction fee at the very end instead of taking a percentage.

The business sets the rates so if they want to pay \$20 an hour for a bartender, the bartender gets \$20 an hour. We don't take anything from them, we add a flat fee at the end for success.

MRD: So what's your customer acquisition strategy?

TW: To date, it's been heavy on social, meeting customers where we see they have needs. Also word of mouth has been a huge driver for us. I think when you have marquee clients like the Indianapolis Motor Speedway, a huge event, or the Indy 500, or a major-brand hotel you can leverage that pretty quickly to help somebody else.

MRD: What are some of the cities you have on your radar?

TW: So like I said we're piloting in Chicago and Denver, which is awesome. We've also got Tampa, Nashville, Detroit - we actually had some engagement with the mayor's office of Detroit because this is a social impact. You look at the people who are on our platform, where are the most disenfranchised, disadvantaged individuals in a big density that we can help? All the big cities in Texas, Portland, Seattle. It's pretty cool what we're seeing, people waving their hands saying "get in our city."

MRD: Awesome, I definitely wish you the best of luck. Thanks Thor.

TW: Thank you.

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

**Governance:**

**Certificate of Incorporation:** [certificateofincorporation.pdf](#)

**Corporate Bylaws:** [corporatebylaws.pdf](#)

**Opportunity:**

**Offering Page JPG:** [offeringpage.jpg](#)

**Pitch Deck:** [pitchdeck.pdf](#)

**Financials:**

**Additional Information:** [otherfinancial.pdf](#)

## Ongoing Reporting

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

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

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

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