

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

**FORM C**

**UNDER THE SECURITIES ACT OF 1933**

(Mark one.)

- Form C: Offering Statement
- Form C-U: Progress Update
- Form C/A: Amendment to Offering Statement
  - Check box if Amendment is material and investors must reconfirm within five business days.
- Form C-AR: Annual Report
- Form C-AR/A: Amendment to Annual Report
- Form C-TR: Termination of Reporting

***Name of issuer***

Assure Health Corporation (the “Company” or “we,” “us,” or “our”)

***Legal status of issuer***

***Form***

Corporation

***Jurisdiction of Incorporation/Organization***

Delaware

***Date of organization***

May 29, 2020

***Physical address of issuer***

4500 North State Road 7, Suite 102, Lauderdale Lakes, FL 33319

***Website of issuer***

www.myassurehealth.com

***Address of counsel to the issuer for copies of notices***

BEVILACQUA PLLC  
1050 Connecticut Avenue, NW  
Suite 500  
Washington, DC 20036  
Attention: Louis A. Bevilacqua, Esq.

**Name of intermediary through which the Offering will be conducted**  
Equifund Crowd Funding Portal Inc. (“Equifund” or, the “Intermediary”)

**CIK number of intermediary**  
0001705665

**SEC file number of intermediary**  
007-00115

**CRD number, if applicable, of intermediary**  
288900

**Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the Offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the Offering, including the amount of referral and any other fees associated with the Offering**

The Intermediary will receive a cash commission equal to seven percent (7%) of the amount raised in the offering.

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

The Intermediary will receive a number of shares of common stock of the issuer that is equal to seven percent (7%) of the total number of shares of common stock sold by the issuer in in the offering.

**Type of security offered**  
Common Stock

**Target number of Securities to be offered**  
25,000

**Price (or method for determining price)**  
\$1.00 per share

**Target offering amount**  
\$25,000

**Oversubscriptions accepted:**

- Yes  
 No

**Oversubscriptions will be allocated:**

- Pro-rata basis  
 First-come, first-served basis  
 Other; At the Company’s discretion

**Maximum offering amount (if different from target offering amount)**  
\$1,070,000

**Deadline to reach the target offering amount**  
February 15, 2022

**NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no Securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned. Affiliates of our company, including officers, directors and existing stockholders of our company, may invest in this offering and their funds will be counted toward us achieving the target amount.**

*Current number of employees*

10

Summary financial information is provided below for the period beginning on May 29, 2020 (since inception) through December 31, 2020

	<b>Since Inception (May 29, 2020) through December 31, 2020</b>
<b>Total Assets</b>	\$85,269
<b>Cash &amp; Cash Equivalents</b>	\$76,028
<b>Accounts Receivable</b>	\$3,708
<b>Short-term Debt</b>	\$160,263
<b>Long-term Debt</b>	\$0
<b>Revenues/Sales</b>	\$9,732
<b>Cost of Goods Sold</b>	\$0
<b>Taxes Paid</b>	\$0
<b>Net Income</b>	-\$96,856

***The jurisdictions in which the issuer intends to offer the Securities:***

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

**INTENDED FOR REVIEW BY POTENTIAL INVESTORS ON EQUIFUND  
CROWD FUNDING PORTAL ONLY. DO NOT COPY OR DISTRIBUTE.**

**OFFERING STATEMENT**

**Assure Health Corporation**

**A S S U R E H E A L T H**

**Offering of a  
Minimum of 25,000 Shares of Common Stock (\$25,000)  
up to a  
Maximum of 1,070,000 Shares of Common Stock (\$1,070,000)**

**Address for Notices and Inquiries:**

**Assure Health Corporation**

**Jeffrey Nadel  
CEO and Director**

4500 North State Road 7, Ste 102  
Lauderdale Lakes, FL 33319  
954.686.5766  
IR@myassurehealth.com

**With a Copy of Notices to:**

**Bevilacqua PLLC**

**Louis A. Bevilacqua, Esq.**

1050 Connecticut Ave., NW, Suite 500  
Washington, DC 20036  
202.869.0888  
lou@bevilacquaplhc.com

# OFFERING STATEMENT

## Assure Health Corporation

Offering of a  
Minimum of 25,000 Shares of Common Stock (\$25,000)  
up to a  
Maximum of 1,070,000 Shares of Common Stock (\$1,070,000)

	Offering Price	Crowdfunding Platform Commissions <sup>(1)</sup>	Proceeds to Company <sup>(2)</sup>
Per Share of Common Stock	\$1.00	\$0.07	\$0.93
Minimum Shares of Common Stock Sold	\$25,000	\$1,750	\$23,250
Maximum Shares of Common Stock Sold	\$1,070,000	\$74,900	\$995,100

We are offering shares of our common stock at a price per share of \$1.00. We are offering a minimum of 25,000 shares for \$25,000 and up to a maximum of 1,070,000 shares for \$1,070,000. The minimum investment that you may make is \$500. We are offering the shares of our common stock to prospective investors through the crowdfunding platform available at <https://equifund.com> and each subdomain thereof, which we refer to as the Platform. The Intermediary, who operates the Platform, is registered with the Securities and Exchange Commission, which we refer to as the SEC, as a funding portal and is a funding portal member of the Financial Industry Regulatory Authority, which we refer to as FINRA. We are required to pay a commission to the Intermediary equal to 7% of gross monies raised in the offering and to issue to the Intermediary a number of shares of our common stock equal to 7% of the total shares of common stock sold in the offering.

- (1) In addition to the commission payable to the Intermediary, we will incur offering costs. The offering costs primarily consist of legal and accounting expenses payable to our counsel and accounting firm. We expect that the offering costs will total approximately \$15,000 not including marketing costs. We are also required to issue to the Intermediary as additional consideration a number of shares of our common stock equal to 7% of the shares sold in the offering.
- (2) No assurance can be given that all or any portion of the securities offered hereby will be sold. Your funds will be held in an escrow account established by the Intermediary with Prime Trust, which we refer to as the escrow agent, in compliance with applicable securities laws, until the minimum offering amount is reached. The subscription amount for the shares may be paid to the escrow account by wire transfer or other electronic funds transfer in accordance with the instructions provided on the Platform and will be held in escrow until satisfaction of all the conditions to the closing. The closing of this offering is subject to, among other things, subscriptions for the \$25,000 minimum amount being received in the escrow account from qualified investors, which qualified investors may include executive officers and directors of our company and their affiliates. This offering may be closed at any time after the minimum number of shares of common stock is sold, in one or more closings, and on or before February 15, 2022. If we do not raise the minimum amount offered by February 15, 2022, then we will return all funds received in the escrow account to investors without interest.

The date of this offering statement is February 15, 2021

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### LIST OF EXHIBITS

Exhibit A	Financial Statements
Exhibit B	Offering Page
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## GENERAL OFFERING INFORMATION

This offering statement is furnished solely to prospective investors through the crowdfunding platform available at <https://equifund.com> and each subdomain thereof. Equifund Crowd Funding Portal Inc., which, collectively with its subsidiaries and affiliates, we refer to as Equifund or the Intermediary, operates the Platform and is registered with the SEC and is a member of FINRA.

Our corporate name is Assure Health Corporation. We were originally formed in Wyoming as a limited liability company on May 29, 2020 and subsequently converted to a Delaware corporation, effective January 1, 2021. We are a digital health and telehealth company focused on a suite of virtual and remote care enablement services, including remote patient monitoring (“RPM”) technologies, which enable clinicians to monitor patients’ vital signs and other physiologic parameters remotely. We are offering shares of our common stock at a price per share of \$1.00 with a minimum investment of \$500 required. We are offering a minimum of \$25,000 of our common stock and a maximum of \$1,070,000 of our common stock.

We are offering shares of our common stock in reliance on the exemption from registration requirements of the Securities Act of 1933, as amended, which we refer to as the Securities Act, pursuant to Section 4(a)(6) thereof and the regulations promulgated with respect to such section.

**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.**

**The Company will file a report with the SEC annually and post the report on its website, no later than 120 days after the end of each fiscal year covered by the report. We may terminate our reporting obligations in the future in accordance with Rule 202(b) of Regulation CF (§227.202(b)) by (1) being required to file reports under Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, (2) filing at least one annual report pursuant to Regulation CF and having fewer than 300 holders of record, (3) filing annual reports for three years pursuant to Regulation CF and having assets equal to or less than \$10,000,000, (4) the repurchase of all the Securities sold in this offering by the Company or another party, or (5) the liquidation or dissolution of the Company.**

The shares being offered may not be transferred by any investor during the one year period beginning when the shares are issued, unless the shares are transferred: (i) to our company; (ii) to an “accredited investor” as defined in Rule 501(a) of Regulation D; (iii) as part of an offering registered with the SEC; or (iv) to a member of the family of the investor or the equivalent, to a trust controlled by the investor, to a trust created for the benefit of a member of the family of the investor or the equivalent, or in connection with the death or divorce of the investor or other similar circumstance. In addition, there is no ready market for the sale of the shares, and it may be difficult or impossible for an investor to sell or otherwise dispose of the shares.

No person other than our company has been authorized to provide prospective investors with any information concerning our company or the offering or to make any representation not contained in this offering statement. To invest in the shares being offered, each prospective investor will be required to (i) register for an investor account with the Platform, (ii) make representations regarding the investor’s investment eligibility and complete a questionnaire to demonstrate his or her understanding of the risks involved in investing in the shares and (iii) execute

the subscription documents. We reserve the right to modify any of the terms of the offering and the subscription documents at any time before the offering closes.

Certain information contained in this offering statement constitutes “forward looking statements” that can be identified by the use of forward looking terminology such as “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “intend,” “continue,” or “believe” or the negatives or variations thereof. Furthermore, any forecasts or other estimates in this offering statement, including estimates of returns or performance, are “forward looking statements” and are based upon certain assumptions that may change. Due to various risks and uncertainties including the risk factors described in this offering statement, actual events or results or the actual performance of the securities may differ materially from those contemplated in such forward looking statements. Moreover, actual events are difficult to project and often depend upon factors that are beyond the control of our company or the Intermediary. Neither the delivery of this offering statement at any time nor any sale of securities under this offering statement shall under any circumstances create an implication that the information contained herein is correct as of any time after the earlier of the relevant date specified herein or the date of this offering statement.

**TERM SHEET**

<b>Company</b>	Assure Health Corporation is a Delaware corporation that was originally formed on May 29, 2020 as a limited liability company in Wyoming, which was subsequently converted into a Delaware corporation, effective January 1, 2021. We do business as Assure Health and were formerly domiciled in Wyoming under the name of Azure Holdings, LLC. We are building and operating a digital health and telehealth platform that enables patients to receive remote healthcare services, specifically suited to their particular medical needs. Assure Health has combined telemedicine with remote patient monitoring to extensively expand access to remote patient monitoring and a suite of technology-enabled, virtual care services that aim to keep patients safe and healthy at home.
<b>Use of Proceeds</b>	We are seeking financing through the sale of the shares of our common stock (as described below under Securities Offered) in order to provide funding for general marketing and advertising, leasing costs, the repayment of outstanding indebtedness and general working capital.  See “Question 10” below for further information.
<b>Securities Offered</b>	Shares of common stock of our company for \$1.00 per share in a minimum amount per investor of \$500.
<b>Targeted Offering Amount; Oversubscriptions Accepted; Maximum Offering Amount</b>	The targeted offering amount is 25,000 shares of common stock or \$25,000. We will accept subscriptions in excess of the targeted amount in our discretion. The maximum offering amount is 1,070,000 shares of our common stock or \$1,070,000.
<b>Low Target Amount; No other funds may be Raised</b>	The initial purchasers of our common stock in this offering risk that we will not raise sufficient funds to sustain the growth of our company.  The minimum amount of securities that must be sold for our company to accept subscriptions is \$25,000 of securities. Once we raise the \$25,000 minimum in this offering, we intend to accept subscriptions as they are received. Thus, investors who purchase securities prior to the offering being subscribed in full will bear the risk of whether there will be additional investors to complete the offering or that our company would be able to raise funds in another manner. Even if we raise the maximum amount, we will need to raise additional capital in the future.  Our officers, other employees and directors may invest in this offering and any funds that they invest would be counted toward our achievement of the minimum offering amount.
<b>Capital Stock</b>	
<i>Authorized Capitalization</i>	As of the date of this offering statement, our authorized capital stock consists of 15,000,000 shares of common stock, \$0.00001 par value per share. As of the date of this offering statement, a total of 10,687,000 shares of common stock are outstanding, and no shares of preferred stock are outstanding.
<i>Dividends</i>	Dividends will be declared if and when determined by the Board of Directors of our company in its sole discretion. We do not expect to declare any dividends for the foreseeable future.

<p><b><i>Voting and Control</i></b></p>	<p>Holders of common stock are entitled to one vote per share of common stock.</p> <p>We do not have any voting agreements in place.</p> <p>We do not have any shareholder agreements in place.</p>
<p><b><i>Anti-Dilution Rights</i></b></p>	<p>The shares of common stock do not have anti-dilution rights, which means that future equity financings and future issuances of the company’s equity securities will dilute your ownership percentage of our company.</p>
<p><b>Board of Directors; Management Team; Board of Advisors</b></p>	<p>The business and affairs of our company are managed, and all corporate powers are exercised by or under the direction of our Board of Directors. The current Board members are Jeffrey Nadel and Craig Bolz. The senior executives of the Company oversee the day-to-day operations of our company subject to the Board’s oversight. Jeffrey Nadel serves as the CEO and Treasurer of our company and oversees all of our operations as well the accounting function. Craig Bolz serves as the COO and Secretary of our company and oversees the operations of our company.</p>
<p><b>Shares Being Sold under 4(a)(6) Crowdfunding Exemption</b></p>	<p>We are offering the securities in reliance on the exemption from registration requirements of the Securities Act, pursuant to Section 4(a)(6) thereof and the regulations promulgated with respect to such section.</p> <p>The following limitations apply to investment amounts by individual investors in this offering:</p> <ul style="list-style-type: none"> <li>• Individual investors, over the course of a 12-month period, are permitted to invest in the aggregate across all crowdfunding offerings up to:</li> <li>• If either their annual income or net worth is less than \$107,000, then the greater of: <ul style="list-style-type: none"> <li>• \$2,200 or</li> <li>• 5 percent of the lesser of their annual income or net worth.</li> </ul> </li> <li>• If both their annual income and net worth are equal to or more than \$107,000, then 10 percent of the lesser of their annual income or net worth; and</li> <li>• During the 12-month period, the aggregate amount of securities sold to an investor through all crowdfunding offerings may not exceed \$107,000, regardless of the investor’s annual income or net worth.</li> </ul>
<p><b>Transfer Restrictions</b></p>	<p>The securities will be issued without registration under the Securities Act pursuant to the crowdfunding exemption under Section 4(a)(6) of the Securities Act.</p> <p>The securities may not be transferred by any purchaser of such securities during the one-year period from when the securities were first issued unless such securities are transferred: (1) to the issuer of the securities; (2) to an accredited investor; (3) as part of an offering registered with the SEC; or (4) 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.</p> <p>We will be under no obligation to register the resale of the securities under the Securities Act.</p>
<p><b>High-Risk Investment</b></p>	<p>An investment in the securities involves a high degree of risk and is suitable only for investors who can afford to lose their entire investment. See “Risk Factors” for a</p>

	description of certain risks that you should consider in connection with an investment in our securities.
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## THE COMPANY

### 1. Name of Issuer.

The name of the issuer is Assure Health Corporation. The issuer is a Delaware corporation. The issuer was previously named Azure Holdings, LLC.

## ELIGIBILITY

### 2. Check this box to certify that all of the following statements are true for the issuer:

- 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.
- 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? [ Yes No

Explain: Not applicable.

## 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:

#### Jeffrey Nadel, Director

**Dates of Board Service: May 2020 - Present**

Jeff is a serial entrepreneur who has founded multiple technology companies, including Klink Technologies, Sparkpoint Media, and Beverage Advisory Group. Klink was the first app and website to legally offer on-demand beer, wine, and spirits delivery; had partnerships with Total Wine & More, AB InBev, Nestle, and Constellation Brands; and was acquired by delivery.com. He has significant experience scaling businesses and creating partnerships with Fortune 500 companies. Importantly, almost all of Jeff's business experience has involved operating compliantly, and innovating, in highly-regulated industries. Jeff has served on the boards of directors of two non-profit organizations as well as two private companies. Jeffrey received his B.A. from the University of Pennsylvania.

#### Mr. Nadel's Business Experience for the Last Three Years

Employer: Assure Health Corporation

Employer's Principal Business: Digital Health/Telehealth

Title: CEO

Dates of Service: May 2020 - Present

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Employer: Sparkpoint Media, LLC.

Employer's Principal Business: Interactive in-store technology for retail; joint venture with multiple \$10b+-revenue companies

Title: CEO

Dates of Service: November 2017 – March 2020

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Employer: Beverage Advisory Group, Inc.

Employer's Principal Business: Consulting

Title: Managing Partner

Dates of Service: May 2017 - Present

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Employer: KTI Residual IP Asset Holdings, LLC

Employer's Principal Business: Managing intellectual property portfolio, and licensing and sale of various intangible assets, including a patent portfolio sale to Airbnb

Title: Managing Director

Dates of Service: January 2019 – January 2020

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Education: B.A. in Philosophy, Politics, and Economics – University of Pennsylvania, College of Arts and Sciences – *Magna Cum Laude*

#### **Craig Bolz, Director**

**Dates of Board Service: May 2020 - Present**

Craig is a serial entrepreneur who has founded multiple technology companies, including Klink Technologies, Sparkpoint Media, and Beverage Advisory Group. Klink was the first app and website to legally offer on-demand beer, wine, and spirits deliver; had partnerships with Total Wine & More, AB InBev, Nestle, and Constellation Brands; and was acquired by delivery.com. He has significant experience scaling businesses and creating partnerships with Fortune 500 companies. Importantly, almost all of Craig's business experience has involved operating compliantly, and innovating, in highly-regulated industries. Craig has experience serving on the boards of directors of two non-profit organizations as well as two private companies. Craig received his B.A. in Political Science from University of Central Florida.

#### **Mr. Bolz's Business Experience for the Last Three Years**

Employer: Assure Health Corporation

Employer's Principal Business: Digital Health/Telehealth

Title: COO

Dates of Service: May 2020- Present

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Employer: Sparkpoint Media, LLC.

Employer's Principal Business: Interactive in-store technology for retail; joint venture with multiple \$10b+-revenue companies

Title: COO

Dates of Service: November 2017 – March 2020

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Employer: Beverage Advisory Group, Inc.

Employer's Principal Business: Consulting

Title: Principal and Founding Partner

Dates of Service: May 2017 - Present

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Employer: KTI Residual IP Asset Holdings, LLC

Employer's Principal Business: Managing intellectual property portfolio and licensing and sale of various intangible assets, including a patent portfolio sale to Airbnb

Title: Managing Director

Dates of Service: January 2019 – January 2020

Responsibilities: Responsible for all aspects of the company, including strategy and development of business plan, investor relations, product development, strategic partnerships and day-to-day operations.

Education: B.A. in Political Science from University of Central Florida.

## OFFICERS OF THE COMPANY

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

**Jeffrey Nadel, CEO and Treasurer**

See "Directors of the Company" section above.

**Craig Bolz, COO and Secretary**

See "Directors of the Company" section above.

## 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 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.**

Name of Holder*	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
Jeffrey Nadel	4,363,000 Shares of Common Stock	40.83%
Craig Bolz	4,363,000 Shares of Common Stock	40.83%

## BUSINESS AND ANTICIPATED BUSINESS PLAN

7. **Describe in detail the business of the issuer and the anticipated business plan of the issuer.**

### Business Overview

Our corporate name is Assure Health Corporation. We are a Delaware corporation that was originally formed on May 29, 2020 for the purpose of building and operating a digital health and telehealth platform that enables patients to receive remote healthcare services, specifically suited to their particular medical needs. Assure Health has combined telemedicine with remote patient monitoring to extensively expand access to remote patient monitoring and a suite of technology-enabled, virtual care services that aim to keep patients safe and healthy at home. Assure Health Corporation was originally formed as Azure Holdings, LLC in Wyoming and has since converted to a Delaware corporation, effective January 1, 2021.

## **Business Plan**

### ***The Assure Health Platform***

The Assure Health Platform was created in order to combine remote patient monitoring (“RPM”) and telehealth, connecting patients with attentive and skillful licensed medical professionals and the latest connected device technologies, to revolutionize the way care is delivered to America’s aging population of seniors. The RPM services that Assure Health enables are generally covered by Medicare for patients who qualify and who medically require such services. The process and evaluation for Assure Health patients is the following: (1) Assure Health’s patients receive an initial audio/video telemedicine consultation with a licensed doctor, who reviews the patient’s medical history, determines if there exists a medical need for the contemplated services, and puts together a personalized plan and protocol for ongoing monitoring of the patient’s chronic condition(s). (2) Assure Health sends a set of cellular-connected, easy-to-use, connected-health devices that measure and report on biomarkers like blood pressure, blood glucose, and weight. (3) Patients are assigned a dedicated nurse practitioner – their personal care manager – who reviews and monitors the patient’s data on a regular basis. A patient’s personal care manager will intervene if the patient is ever out of range and address the situation with the patient immediately. Assure Health clinicians also have monthly calls with the patient to address their health and collaborate with the patient’s primary care doctor. Assure Health clinicians do not replace a patient’s primary care doctor, but rather work in close collaboration with each patient’s existing doctors, enabling them to have a greater degree of observation into the patient’s health on a regular basis.

We have identified a lack of meaningful, direct-to-consumer options in the remote patient monitoring space. Current RPM companies predominantly take a business-to-business SaaS approach and license their hardware and software to doctors’ offices, facilities, and clinics, which are then responsible for developing and administering the program. This is burdensome to many medical practices because it requires the average medical practice to significantly change the way its clinicians and staff deliver patient care. It requires a substantial expansion of responsibilities, such as ongoing monitoring, support, and monthly reviews of collected data. If patients want to use RPM technologies to take a more active role in their health, their primary care provider or specialist must already be participating in an RPM program, which is rare.

COVID-19 has caused unprecedented changes in regulatory policies relating to telehealth and RPM, which have allowed for innovation and new business models in this space that were not previously possible. COVID-19 has caused people to be much more open-minded to telehealth. Previously, many people, especially the 65+ population, were reluctant to use, and often restricted from using or accessing, virtual care, but, in recent months, many people have shifted to telehealth for routine care and have embraced it. RPM now has a proven track record in the medical literature showing positive health outcomes, and patients are often eager to use these new technologies and methods of receiving healthcare services.

The senior patient population has the highest percentage of patients that have chronic conditions, and these patients are likely to derive the greatest benefit from RPM.

Licensed medical professionals rendering services to patients as described herein are not employed directly by us. Rather, we connect patients with independent medical professionals through the Assure Health Virtual Care Platform.

See Question 10 for additional information on the use of proceeds from this offering in executing our business plan.

### **Our Products and/or Services**

Licensed clinicians on the Assure Health Platform create personalized virtual care plans for patients. Assure Health then provides easy-to-use connected health devices to patients so that the clinicians have insight into patients’ key biomarkers on a routine basis. Each patient is assigned to a dedicated personal care manager — a nurse practitioner — who keeps an eye on the patient’s health and intervenes as necessary, providing lifestyle recommendations, collaborating with the patient’s primary care provider, and more. Ultimately, the Assure Health service exists to solve the problem of fragmented, episodic healthcare and to deliver a more frequent healthcare service that aims to keep patients healthy in between traditional doctors’ appointments.

Based on Assure Health's current legal status, our licensed medical providers can offer services to patients in Florida, Alabama, Delaware, Georgia, Louisiana, Maine, Mississippi, Missouri, Nebraska, Ohio, Rhode Island, Utah, Virginia, and Washington, D.C. However, Assure Health is currently in the process of expanding its reach to all 50 states, a process which is expected to be completed within the next six months.

### **Intellectual Property**

Assure Health currently has a federal trademark filing pending with the United States Patent and Trademark Office. The trademark application's serial number is 90464148 and was filed on January 13, 2021. Further, Assure Health has intellectual property rights in its proprietary software and in its trade secrets, which comprise, without limitation, clinical protocols, clinical parameters, and clinical decision-making algorithms.

### **Services Agreement**

We have entered into a services agreement, dated June 10, 2020 with a seasoned healthcare practitioner staffing agency. Pursuant to this services agreement, we retained the agency to assist the Company in obtaining qualified contractors by sourcing and screening individuals, verifying or assisting in obtaining contractor licensure as necessary and securing liability insurance with limits of one million (\$1,000,000) per incident and three million (\$3,000,000) per insured for contractor(s).

We have also entered into a services agreement, dated July 5, 2020, with a leading electronic health records company. Pursuant to this services agreement, we retained the vendor to perform the following services for us: electronic health records, E-Faxing, SMS text appointment reminders, phone call reminders, and revenue cycle management. The term of the agreement is one (1) year, after which it automatically renews for successive one (1) year periods, unless either party provides the other with written notice of non-renewal at least thirty (30) days prior to the expiration of the then-current term of the services agreement. As consideration for the services provided thereunder, we pay the vendor a variable monthly fee, with a fixed monthly minimum fee. We may terminate this agreement early for any reason by providing 30 days' prior written notice and, upon such early termination, the vendor is entitled to receive an amount of cash equal to the minimum monthly fee multiplied by the number of months remaining in the contract term. We may terminate this agreement as a result of a default by the vendor, with proper notice and a 90-day cure period, without paying any early termination fee.

### **Supply Agreement**

We have entered into agreements with multiple suppliers or manufacturers of medical devices, each of which is vetted by our clinical team. We currently utilize: (i) a cellular-enabled blood pressure monitor that measures diastolic and systolic blood pressure as well as heart rate, (ii) a cellular-enabled weight scale, which measures body weight, and (iii) a cellular-enabled glucose meter that measures blood glucose levels. We are not required to make any minimum purchases at this time.

### **Competition**

The telemedicine, digital health, and biotechnology industries are characterized by rapidly advancing technologies, intense competition and a strong emphasis on proprietary products. Not all competitive technologies are relevant in each application and market. Depending on the application or service, competitors' technologies are associated with a unique set of advantages and disadvantages, which vary in magnitude relative to Assure Health. While we believe that our technologies, business model, development experience, and unique value proposition provide us with competitive advantages, we face potential competition from many different sources, including major medical technology providers and biotechnology companies. We also face competition from other platforms developing wearables technology.

Many of our competitors may have significantly greater financial resources and expertise in research and development, manufacturing, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the telemedicine and diagnostic industries may result in even more resources being concentrated among a smaller number of our competitors. These competitors also compete with us in recruiting and retaining qualified scientific,

clinical, and management personnel and establishing patient registration as well as in acquiring technologies complementary to, or necessary.

### **Governmental/Regulatory Approval and Compliance**

Our business has been, and will continue to be, subject to various laws, rules, and regulations governing the healthcare industry, which may include, without limitation, laws, rules, and/or regulations promulgated or enforced by the U.S. Food and Drug Administration, the Centers for Medicare and Medicaid Services, the U.S. Department of Health and Human Services, the U.S. Department of Health and Human Services Office of Inspector General, and state agencies which regulate healthcare and the practice of medicine or marketing of healthcare services. Our business is also subject to various state and federal laws concerning the privacy and security of health-related data, including, without limitation, the Health Insurance Portability and Accountability Act (HIPAA). Further, our business is subject to laws, rules, and regulations concerning the prevention of fraud and abuse in the healthcare industry, including, without limitation, the Stark Law (42 U.S.C. 1395nn), the federal Anti-Kickback Statute (42 U.S.C. 1320a-7b), and similar anti-fraud and anti-abuse laws which are in place at the state and local levels. Finally, our business is subject to state laws, rules, and regulations governing the corporate practice of medicine, which prohibit Assure Health Corporation from owning an entity that delivers medical services and/or employs physicians or directing our providers' clinical practice in most states. For clarity, the providers that deliver services through our Platform are employed by a separate entity that employs physicians within the confines of applicable law. Failure to comply with these laws and regulations could subject us to administrative and legal proceedings and actions by these various governmental bodies. The increasingly complex and rapidly changing legal and regulatory environment creates additional challenges for our ethics and compliance programs. Our ability to continue to meet these challenges could have an impact on our legal, reputational and business risk.

### **Litigation**

There are no existing legal suits pending, or to our knowledge, threatened, against our company, which would have a material effect on the business of our company.

### **Other**

Our principal address 4500 North State Road 7, Suite 102, Lauderdale Lakes, Florida 33319.

We conduct business in Florida.

Because this Form C focuses primarily on information concerning our company rather than the industry in which we operate, potential investors may wish to conduct their own separate investigation of our industry to obtain greater insight in assessing our prospects.

A copy of the Platform offering page and our investor pitch deck are attached to this Form C as Exhibit B and Exhibit D, respectively. You are encouraged to carefully review these exhibits to learn more about the business of our company, its industry and future plans and prospects. These exhibits are incorporated by reference into this Form C.

## **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.**

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

*An investment in the Company involves a high degree of risk. You should carefully consider the risks described above and those below before deciding to purchase any securities in this offering. If any of these risks actually occurs, our business, financial condition or results of operations may suffer. As a result, you could lose part or all of your investment.*

**Risks Related to the Company**

*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 formed under the laws of Wyoming on May 29, 2020 and have since redomiciled under the laws of Delaware. We have limited operations and minimal revenues to date. We are in the development stage, and our future operations are subject to all of the risks inherent in the establishment of a new business enterprise. The likelihood of the success of our company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the development of a telehealth platform that requires significant scale. There can be no assurance that future revenues will be significant, that we will be profitable or that we will have sufficient funds available to complete our marketing and development programs or to market any new services which we may develop. We currently have operating losses, have no substantive source of operating revenue, are unable to self-finance operations, have limited resources, and there can be no assurance that we will be able to develop such revenue sources or that our operations will become profitable, even if we are able to build brand awareness.

*The telehealth market is immature and unpredictable, and if it does not develop, if it develops more slowly than we expect, if it encounters negative publicity or if limitations on reimbursement or difficulties in obtaining regulatory approvals impede our ability to adopt telehealth, the growth of our business will be harmed.*

With respect to our telehealth solution, the telehealth market is relatively new and unproven, and it is uncertain whether it will achieve and sustain high levels of demand, consumer acceptance and market adoption. Our success will depend to a substantial extent on the willingness of customers to use our telehealth and remote patient monitoring solution, as well as on our ability to demonstrate the value of our telehealth solution to health plans and other purchasers of healthcare for beneficiaries. Negative publicity concerning our telehealth solution or the telehealth market as a whole could limit market acceptance of our solution. Changes by state professional licensing boards to the standards of care or other requirements governing the practice of telehealth, including any such requirements from federal regulatory bodies, could impact the success of our telehealth solution. Additionally, reimbursement may not be available from government and third-party payors for our current or proposed service offerings. Similarly, individual and healthcare industry concerns or negative publicity regarding patient confidentiality and privacy in the context of telehealth could limit market acceptance of our solution. If any of these events occurs, it could have a material adverse effect on our business, financial condition or results of operations.

*In order for the Company to compete and grow, it must attract, recruit, retain and develop the necessary personnel who have the needed experience.*

Recruiting and retaining highly qualified personnel is critical to our success. These demands may require us to hire additional personnel and will require our existing management personnel to develop additional expertise. We face intense competition for personnel. The failure to attract and retain personnel or to develop such expertise could delay or halt the development and commercialization of our service offerings. If we experience difficulties in hiring and retaining personnel in key positions, we could suffer from delays in business development, loss of customers and sales and diversion of management resources, which could adversely affect operating results. Our consultants and advisors may be employed by third parties and may have commitments under consulting or advisory contracts with third parties that may limit their availability to us.

***Quality management plays an essential role in determining and meeting customer requirements, preventing defects, improving the Company's services and maintaining the integrity of the data that supports the safety and efficacy of our services.***

Our future success depends on our ability to maintain and continuously improve our quality management program. An inability to address a quality or safety issue in an effective and timely manner may also cause negative publicity, a loss of customer confidence in us or our current or future service offerings, which may result in the loss of sales and difficulty in successfully launching new service offerings. In addition, a successful claim brought against us in excess of available insurance or not covered by indemnification agreements, or any claim that results in significant adverse publicity against us, could have an adverse effect on our business and our reputation.

***Our telehealth business depends on our ability to maintain and expand a network of qualified physicians and other healthcare providers through affiliated professional entities that Assure Health Corporation does not own. If we are unable to do so, our future growth would be limited and our business, financial condition and results of operations would be adversely affected.***

Our success is dependent upon our continued ability to maintain a network of qualified physicians and other healthcare providers, and fulfilling our client service obligations requires we maintain a robust supply of these qualified physicians and other healthcare providers. As described above in the "Governmental/Regulatory Approval and Compliance" section, certain state laws prohibit Assure Health Corporation from employing its own medical providers and from directing the clinical practice of medical providers. Thus, like all other compliant telehealth companies, we will depend on third-party entities not owned or controlled by us to provide us with the qualified healthcare providers we need to deliver quality services to patients. If that entity is unable to recruit and retain board-certified physicians and other healthcare professionals and/or we are unable to maintain our relationship with them, it would have a material adverse effect on our business and ability to grow and would adversely affect our results of operations. Further, in any particular market, these providers and/or entities could demand higher payments or take other actions that could result in higher costs, less attractive service for our clients or difficulty meeting legal, regulatory or accreditation requirements. Our ability to develop and maintain satisfactory relationships with these entities and providers also may be negatively impacted by other factors not associated with us, such as changes in Medicare and/or Medicaid reimbursement levels, other pressures on healthcare providers, and consolidation activity among hospitals, physician groups and healthcare providers. The failure to maintain or to secure new cost-effective relationships through which we can source providers may result in a loss of or inability to grow our client base, higher costs, healthcare provider network disruptions, less attractive service for our clients and/or difficulty in meeting regulatory or accreditation requirements, any of which could have a material adverse effect on our business, financial condition and results of operations.

***We may implement new lines of business or offer new products and services within existing lines of business.***

There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved and price and profitability targets may not prove feasible. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products or services may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients, or be subject to cost increases. As a result, our business, financial condition or results of operations may be adversely affected.

***The Company's success depends on the experience and skill of the board of directors, its executive officers and key employees.***

In particular, the Company is dependent on Jeffrey Nadel, who is the CEO and a director of the Company; Craig Bolz, who is the COO and a director of the Company; and Dr. Michael Hafran, who is the Medical Director of the Company. The loss of Jeffrey Nadel, Craig Bolz, Dr. Michael Hafran or any key employees could harm the Company's business, financial condition, cash flow and results of operations.

***If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed.***

We currently rely on trade secrets, including unpatented know-how and other proprietary information, to maintain our competitive position. We seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as our employees, corporate collaborators, outside scientific collaborators, contract manufacturers, consultants, advisors and other third parties. We also seek to enter into confidentiality and invention or patent assignment agreements with our employees and consultants. Despite these efforts, any of these parties may breach the agreements and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Our trade secrets may also be obtained by third parties by other means, such as breaches of our physical or computer security systems. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, some courts inside and outside the United States are less willing or unwilling to protect trade secrets. If any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent them, or those to whom they communicate it, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, our competitive position would be harmed.

***We face risks related to the storage of customers' confidential and proprietary information.***

Our Assure Health Platform is being designed to maintain the confidentiality and security of our customers' confidential and proprietary data stored on our server systems, which may include sensitive personal data. However, any accidental or willful security breaches or other unauthorized access to these data could expose us to liability for the loss of such information, time-consuming and expensive litigation and other possible liabilities as well as negative publicity. Techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are difficult to recognize and react to. We may be unable to anticipate these techniques or implement adequate preventative or reactionary measures.

***Software failures, breakdowns in the operations of our servers and communications systems or the failure to implement system enhancements could harm our business.***

The operational success of our Assure Health platform will depend on the efficient and uninterrupted operation of our servers and communications systems. A failure of our network or data gathering procedures could impede services and could result in the loss of our customers. Despite any precautions we take, damage from fire, floods, hurricanes, power loss, telecommunications failures, computer viruses, break-ins and similar events at our computer facilities could result in interruptions in the flow of data to our servers and from our servers to our clients. In addition, any failure by our computer environment to provide our required data communications capacity could result in interruptions in our service. In the event of a server failure, we could be required to transfer our client data collection operations to an alternative provider of server hosting services. Such a transfer could result in delays in our ability to deliver our products and services to our clients.

Additionally, significant delays in the planned delivery of system enhancements, improvements and inadequate performance of the systems once they are completed could damage our reputation and harm our business. Long-term disruptions in the infrastructure caused by events such as natural disasters, the outbreak of war, the escalation of hostilities and acts of terrorism, could adversely affect our businesses. Although, we plan to carry insurance for our business operations, our coverage might not be adequate to compensate us for all losses that may occur.

***We are subject to income taxes as well as non-income based taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes, in the U.S.***

Significant judgment is required in determining our provision for income taxes and other tax liabilities. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. Although we believe that our tax estimates are reasonable: (i) there is no assurance that the final determination of tax audits or tax disputes will not be different from what is reflected in our income tax provisions, expense amounts for non-income based taxes and accruals and (ii) any material differences could have an adverse effect on our financial position and results of operations in the period or periods for which determination is made.

***Successful development of our service offerings is uncertain.***

Our development of current and future service offerings are subject to the risks of failure and delay inherent in the development of new business solutions based on new technologies, including failure to achieve market acceptance, and the emergence of superior or equivalent products or business models.

Because of these risks, our research and development efforts may not result in any commercially viable service offerings. If a significant portion of these development efforts are not successfully completed, required regulatory approvals are not obtained, or any approved service offerings are not commercially successful, our business, financial condition, and results of operations may be materially harmed.

***We might incur substantial expense to develop our telehealth and remote patient monitoring platform which may never become sufficiently successful.***

Our growth strategy includes the successful launch of our telehealth and remote patient monitoring platform. Although management will take every precaution to ensure that our telehealth and remote patient monitoring platform will, with a high degree of likelihood, achieve commercial success, there can be no assurance that this will be the case. The causes for failure of our platform, once commercialized, can be numerous, including (i) market demand for our platform proves to be smaller than we expect; (ii) our telehealth and remote patient monitoring platform turns out to be uneconomic; and (iii) additional regulatory requirements may increase the overall costs of the development.

***Political, economic and regulatory influences are subjecting the healthcare industry to potential fundamental changes that could substantially affect our results of operations.***

Government and private sector initiatives to limit the growth of healthcare costs, including price regulation, competitive pricing, coverage and payment policies, comparative effectiveness of therapies, technology assessments and alternative payment models, are continuing. These changes are causing the marketplace to put increased emphasis on the delivery of more cost-effective treatments. Such healthcare reform legislation may materially impact us. Certain provisions of the legislation will not be effective for a number of years and it is unclear what the full impact of the legislation will be. Provisions of this legislation, including Medicare provisions aimed at improving quality and decreasing costs, comparative effectiveness research, an independent payment advisory board, and pilot programs to evaluate alternative payment methodologies, could meaningfully change the way healthcare is developed and delivered, and may adversely affect our business and results of operations. Further, we cannot predict what healthcare programs and regulations will be ultimately implemented at the federal or state level, or the effect of any future legislation or regulation in the U.S. or internationally. However, any changes that lower reimbursements for our services, reduce medical procedure volumes or increase cost containment pressures on us or other participants in the healthcare industry could adversely affect our business and results of operations.

***Recent and frequent state legislative and regulatory changes specific to telemedicine may present us with additional requirements and state compliance costs, with potential operational impacts in certain jurisdictions.***

In recent years, states have adopted an abundance of new legislation and regulations specific to telemedicine. In some cases, this legislation and regulation, typically targeting “direct to consumer” telehealth service offerings, incorporates informed consent, modality, medical record, and other requirements. Thus, where new legislation and regulations apply to our telemedicine solutions, we may incur costs to monitor, evaluate, and modify operational processes for compliance. All such activities increase our costs and could, in certain circumstances, impact our ability to make available telemedicine services in a particular state.

***Products that we source, distribute or market are required to comply with regulatory requirements.***

To lawfully operate our businesses, we are required to hold permits, licenses and other regulatory approvals from, and to comply with operating and security standards of, governmental bodies. Failure to maintain or renew necessary permits, licenses or approvals, or noncompliance or concerns over noncompliance may result in suspension of our ability to source and distribute products used in our service offerings or criminal and civil sanctions and could have an adverse effect on our results of operations and financial condition.

***The commercial success of our business will depend in part upon the level of reimbursement our affiliated healthcare providers receive from third party payors such as government health administration authorities.***

The commercial success of our business will depend, in part, on the extent to which reimbursement for the costs of our services and related products will be available from third-party payors such as government health administration authorities, private health insurers, managed care programs, and other organizations. Adequate third-party insurance coverage may not be available for our customers to accept our price levels. The result of this occurring would be to reduce our revenues from our customers which could have a material adverse effect on our business, financial condition and prospects.

***We face significant competition from other telemedicine companies.***

Our services and products face unique groupings of competitive technologies depending on the application. Not all competitive technologies and services are relevant in each application and market. We face potential competition from many different sources, including major telemedicine companies, healthcare companies, technology companies and insurance providers.

Many of our competitors may have significantly greater financial resources and expertise in research and development, manufacturing, preclinical testing, conducting clinical trials, obtaining regulatory approvals and marketing approved products than we do. Mergers and acquisitions in the pharmaceutical, biotechnology and diagnostic industries may result in even more resources being concentrated among a smaller number of our competitors. These competitors also compete with us in recruiting and retaining qualified scientific and management personnel and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies.

***Our planned manufacturing activity is subject to certain risks.***

We may manufacture the products offered to our customers as part of our service offerings in the future. As a result, we may be dependent upon the uninterrupted and efficient operation of our manufacturing facility and our distribution facilities throughout the country. Our manufacturing facilities and distribution facilities may be subject to the risk of catastrophic loss due to, among other things, earthquake, fire, flood, terrorism or other natural or man-made disasters, as well as occurrence of significant equipment failures. If any of these facilities were to experience a catastrophic loss, it would be expected to disrupt our operations and could result in personal injury or property damage, damage relationships with our customers or result in large expenses to repair or replace the facilities or systems, as well as result in other liabilities and adverse impacts.

We may contract with third-party manufacturers to produce certain products in the future in accordance with our specifications and standards. These contract manufacturers are subject to the same risks as our manufacturing facility as noted above. While we plan to implement stringent quality control procedures to verify that our contract manufacturers comply with our specifications and standards, we will not have full control over their manufacturing activities. Any difficulties, delays and defects in product delivery resulting from the activities of our contract manufacturers may have an adverse effect on our business and results of operations.

***We are dependent on our collaborative agreements for the development of our Assure Health platform, which exposes us to the risk of reliance on the viability of third parties.***

In conducting our research and development activities, we will in the future rely on collaborative agreements with third parties such as manufacturers, contract research organizations, commercial partners and governmental agencies for both strategic and financial resources. The loss of, or failure to perform by us or our partners under, any applicable agreements or arrangements, or our failure to secure additional agreements, would substantially disrupt or delay our research and development and commercialization activities. Any such loss would likely increase our expenses and materially harm our business, financial condition and results of operation.

***Reliance on third-party relationships and outsourcing arrangements could adversely affect our business.***

We utilize third parties, including suppliers, alliances with other med-tech based companies, and third-party service providers, for the platform development, the manufacture of certain products employed in our service offerings, support for information technology systems, and certain financial transactional processes. Outsourcing these functions involves the risk that the third parties may not perform to our standards or legal requirements, may not produce reliable results, may not perform in a timely manner, may not maintain the confidentiality of our proprietary information, or may fail to perform at all. Failure of these third parties to meet their contractual, regulatory, confidentiality, or other obligations to us could have a material adverse effect on our business.

***The forecasts of market growth included in our business plan and investor presentations may prove to be inaccurate, and even if the markets in which we compete achieve the forecasted growth, we cannot assure you our business will grow at similar rates, if at all.***

Growth forecasts are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The forecasts in our business plan and investor presentations may prove to be inaccurate. Even if these markets experience the forecasted growth described in our business plan, we may not grow our business at similar rates, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Accordingly, the forecasts of market growth included in our business plan should not be taken as indicative of our future growth.

***We will need additional financing to execute our business plan, which we may not be able to secure on acceptable terms, or at all.***

We will require additional financing in the near and long term to fully execute our business plan. Our success depends on our ability to raise such additional financing on reasonable terms and on a timely basis. Conditions in the economy and the financial markets may make it more difficult for us to obtain necessary additional capital or financing on acceptable terms, or at all. If we cannot secure sufficient additional financing, we may be forced to forego strategic opportunities or delay, scale back or eliminate further development of our goals and objectives, operations and investments or employ internal cost savings measures.

***We plan to obtain insurance that may not provide adequate levels of coverage against claims.***

We plan to obtain insurance customary for businesses of our size and type. However, there are types of losses we may incur that cannot be insured against or that we believe are not economically reasonable to insure. Such losses could have a material adverse effect on our business and results of operations.

#### **Risks Related to the Company's Securities and this Offering**

***Affiliates of our company, including officers, directors and existing stockholder of our company, may invest in this offering and their funds will be counted toward our achieving the minimum amount.***

There is no restriction on our affiliates, including our officers, directors and existing stockholders, investing in the offering. As a result, it is possible that if we have raised some funds, but not reached the minimum amount, affiliates can contribute the balance so that there will be a closing. The minimum amount is typically intended to be a protection for investors and gives investors confidence that other investors, along with them, are sufficiently interested in the offering and our company and its prospects to make an investment of at least the minimum amount. By permitting affiliates to invest in the offering and make up any shortfall between what non-affiliate investors have invested and the minimum amount, this protection is largely eliminated. Investors should be aware that no funds other than their own and those of affiliates investing along with them, may be invested in this offering.

***We intend to use some of the proceeds from the offering for unspecified working capital.***

This means that we have ultimate discretion to use this portion of the proceeds as we see fit and have chosen not to set forth any specific uses for you to evaluate. The net proceeds from this offering will be used for the purposes, which our management deems to be in our best interests in order to address changed circumstances or opportunities. As a result of the foregoing, our success will be substantially dependent upon our discretion and judgment with respect to application and allocation of the net proceeds of this offering. We may choose to use the proceeds in a manner that

you do not agree with and you will have no recourse. A use of proceeds that does not further our business and goals could harm our company and its operations and ultimately cause you to lose all or a portion of your investment.

***We are not subject to Sarbanes-Oxley regulations and lack the financial controls and safeguards required of public companies.***

We do not have the internal infrastructure necessary, and are not required, to complete an attestation about our financial controls that would be required under Section 404 of the Sarbanes-Oxley Act of 2002. There can be no assurance that there are no significant deficiencies or material weaknesses in the quality of our financial controls. We expect to incur additional expenses and diversion of management's time if and when it becomes necessary to perform the system and process evaluation, testing and remediation required in order to comply with the management certification and auditor attestation requirements.

***The securities being sold in this offering will not be freely tradable until one year from the initial purchase date. Although our 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 our securities. Because our securities have not been registered under the Securities Act or under the securities laws of any state or non-United States jurisdiction, our 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 effected. Limitations on the transfer of the securities may also adversely affect the price that you might be able to obtain for our securities in a private sale. Investors should be aware of the long-term nature of their investment in the Company. Each investor in this offering will be required to represent that it is purchasing the securities for its own account, for investment purposes and not with a view to resale or distribution thereof.

***Neither the offering nor the securities have been registered under federal or state securities laws, leading to an absence of certain regulation applicable to us.***

No governmental agency has reviewed or passed upon this offering, our company or any Securities of our company. We also have relied on exemptions from securities registration requirements under applicable state securities laws. Investors, therefore, will not receive any of the benefits that such registration would otherwise provide. Prospective investors must therefore assess the adequacy of disclosure and the fairness of the terms of this offering on their own or in conjunction with their personal advisors.

#### ***No Guarantee of Return on Investment***

There is no assurance that an investor will realize a return on its investment or that it will not lose its entire investment. For this reason, each investor should read the Form C and all Exhibits carefully and should consult with its own attorney and business advisor prior to making any investment decision.

***A majority of our company is owned by a small number of owners.***

Prior to the offering, our officers, directors and those of our stockholders who own ten percent or more of our securities collectively own directly or indirectly approximately 81.66% of our company. Subject to any fiduciary duties owed to our other owners or investors under Delaware law in the case of our officers and directors, these stockholders may be able to exercise significant influence over matters requiring owner approval, including the election of directors or managers and approval of significant company transactions, and will have significant control over our management and policies. These control persons may have interests that are different from yours. For example, they may support proposals and actions with which you may disagree. The concentration of ownership could delay or prevent a change in control of our company or otherwise discourage a potential acquirer from attempting to obtain control of the Company, which in turn could reduce the price potential investors are willing to pay for our company. In addition, these control persons could use their voting influence to maintain the Company's existing management, delay or prevent changes in control of our company, or support or reject other management and board proposals that are subject to owner approval.

***We have the right to extend the offering deadline.***

We may extend the offering deadline beyond what is currently stated herein. While you have the right to cancel your investment in the event the Company extends the Offering Deadline, if you choose to reconfirm your investment, your investment may continue to be held in escrow while we attempt to raise the minimum amount even after the offering deadline stated in this offering statement is reached. 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 our company receiving the minimum amount, at which time committed funds will become immediately available for withdrawal from the investor's brokerage account maintained with the Intermediary without interest or deduction, or until we receive the minimum amount, at which time it will be released to us to be used as set forth herein. Upon or shortly after release of such funds to us, the securities will be issued and distributed to you.

***Your ownership of the shares will be subject to dilution.***

If we conduct subsequent offerings of securities, issue shares pursuant to a compensation or distribution reinvestment plan or otherwise issues additional shares, investors who purchase securities in this offering who do not participate in those other stock issuances will experience dilution in their percentage ownership of our company's outstanding shares. Furthermore, shareholders may experience a dilution in the value of their underlying shares depending on the terms and pricing of any future share issuances (including the underlying shares being sold in this offering) and the value of our assets at the time of issuance.

***Management has discretion over proceeds of this offering.***

We expect to use the net proceeds of this offering, over time, for general marketing and advertising, leasing costs, debt repayment and general working capital. However, we have no current specific plans for the net proceeds of this offering other than as outlined in the use of proceeds section of this offering statement. As a result, our management will have the discretion to allocate the net proceeds to uses that investors may not deem desirable. There can be no assurance that the net proceeds can or will be invested to yield a significant return.

***The securities will be equity interests in our company and will not constitute indebtedness.***

The securities will rank junior to all existing and future indebtedness and other non-equity claims on our company with respect to assets available to satisfy claims on the Company, including in a liquidation of our company. Additionally, unlike indebtedness, for which principal and interest would customarily be payable on specified due dates, there will be no specified payments of dividends with respect to the securities and dividends are payable only if, when and as authorized and declared by us and depend on, among other matters, our historical and projected results of operations, liquidity, cash flows, capital levels, financial condition, debt service requirements and other cash needs, financing covenants, applicable state law, federal and state regulatory prohibitions and other restrictions and any other factors our board of directors deems relevant at the time. In addition, there is no limit on the amount of debt or other obligations we may incur in the future. Accordingly, we may incur substantial amounts of additional debt and other obligations that will rank senior to the securities, which are the most junior securities of our company.

***There can be no assurance that we will ever provide liquidity to investors through either a sale of our company or a registration of the securities.***

There can be no assurance that any form of merger, combination, or sale of our company will take place, or that any merger, combination, or sale would provide liquidity for investors. Furthermore, we may be unable to register the securities for resale by investors for legal, commercial, regulatory, market-related or other reasons. In the event that we are unable to effect a registration, investors could be unable to sell their securities unless an exemption from registration is available.

*The offering price in this offering may not represent the value of our securities.*

The price of the securities being sold in this offering has been determined based on a number of factors and does not necessarily bear any relationship to our book value, assets, operating results or any other established criteria of value. Prices for our securities may not be indicative of the fair market value of our securities now or in the future.

## THE OFFERING

### 9. What is the purpose of the offering?

The purpose of the offering is to raise capital for ongoing operations (including lease rent), advertising and general marketing of our products and services and general working capital. In addition, the proceeds from this offering will be used to pay for outstanding debt as well as legal and accounting costs.

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

	<b>If Target Offering Amount is Sold</b>	<b>If Maximum Amount is Sold<sup>(1)(2)</sup></b>
<b>Total Proceeds</b>	\$25,000	\$1,070,000
<b>Less: Offering Expenses</b>		
(A) <b>Intermediary Commissions (7%)</b>	\$1,750	\$74,900
(B) <b>Legal Expenses</b>	\$5,000	\$5,000
(C) <b>Accounting Expenses</b>	\$5,000	\$5,000
(D) <b>Miscellaneous Offering Expenses</b>	\$3,000	\$3,000
<b>Net Proceeds</b>	\$10,250	\$982,100
<b>Use of Net Proceeds</b>		
(E) <b>Advertising and Marketing of Our Assure Health Platform</b>	\$5,600	\$500,000
(F) <b>Debt Repayment</b>	\$0	\$154,000
(G) <b>General Working Capital</b>	\$4,650	\$328,100
<b>Total Use of Net Proceeds</b>	<b>\$10,250</b>	<b>\$982,100</b>

- (1) We will accept proceeds in excess of the target offering amount of \$25,000. We will allocate oversubscriptions on a first come first served basis. We will use the oversubscribed amount up to \$1,070,000 in the manner described in the above table.
- (2) The above figures represent only estimated costs. This expected use of net proceeds from this offering represents our intentions based upon our current plans and business conditions. The amounts and timing of our actual expenditures may vary significantly depending on numerous factors, including the status of and results from operations. As a result, our management will retain broad discretion over the allocation of the net proceeds from this offering. We may find it necessary or advisable to use the net proceeds from this offering for other purposes, and we will have broad discretion in the application of net proceeds from this offering. Furthermore, we anticipate that we will need to secure additional funding for the fully implement our business plan. Please see section entitled "Risk Factors."

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

The transaction between the issuer and the investor will be completed through the Equifund Crowd Funding Portal, Inc. online platform, located at <https://equifund.com>. Equifund Crowd Funding Portal, Inc. will serve as the intermediary.

Upon acceptance of your subscription by our company and delivery of the subscription amount into the escrow account, you will be able to download a fully signed copy of the subscription agreement and a confirmation of your investment and the number of shares of our common stock acquired by you.

## 12. How can an investor cancel an investment commitment?

Investors may cancel an investment commitment at any time up to the cancellation deadline, which occurs at 5:00 p.m. New York time, 48 hours prior to the offering deadline identified in these offering materials, which is February 15, 2022.

Cancellation instructions can be found in the Equifund investor dashboard. Investors may cancel their investment commitment by sending an email to support@equifundcfp.com stating their intent to cancel the investment commitment. The investment commitment will be considered cancelled at that time, and the investor will be contacted directly by Equifund with further information. If Investor's investment commitment is cancelled, the corresponding investment shall be refunded to Investor without deduction for any fee, commission or expense, and without accrued interest with respect to any money received.

### **Early Closing**

If the target amount is reached prior to the offering deadline, the issuer may conduct an early closing. In the event that the issuer conducts an early closing, investors shall receive notice of such early closing as well as the new closing date, or the Early Closing Date. Investors shall have the right to cancel and shall have their investment commitment at any time and for any reason up until 48 hours prior to the Early Closing Date. After the target amount has been raised, the intermediary and the issuer may agree to hold multiple closings on a rolling basis.

### **Material Changes**

If there is a material change to the terms of the offering or to the information provided by the issuer in connection therewith, Equifund will send notice to each investor of such material change and inform the investor that the investment commitment will be cancelled unless the investor reconfirms their investment commitment within five business days. If any Investor fails to reconfirm their investment commitment within the reconfirmation period, the investment commitment will be cancelled automatically and Equifund will send to each investor, within five business days after initial notice of the material change, a notification that the investment commitment was cancelled and a direct the refund of the investment.

### **No Closings**

If the Company fails to reach the target offering amount by the offering deadline, each investor's investment commitment will be cancelled automatically and Equifund will direct refund of each cancelled investment to the investor within five business days.

**NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.**

**The intermediary 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.**

## OWNERSHIP AND CAPITAL STRUCTURE

### The Offering

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

##### Terms of the Offering

We are offering up to 1,070,000 shares of our common stock for \$1,070,000.00. We are attempting to raise a minimum amount of \$25,000 in this offering, which we refer to as the minimum amount or target amount. We must receive commitments from investors in an amount totaling the minimum amount by February 15, 2022, which we refer to as the offering deadline, in order to receive any funds. If the sum of the investment commitments does not equal or exceed the minimum amount by the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled, and committed funds will be returned without interest or deductions. We have the right to extend the offering deadline at our discretion. You have the right to cancel your investment in the event that we extend the offering deadline and you choose not to reconfirm your investment. We will accept investments in excess of the minimum amount up to \$1,070,000.00, which we refer to as the maximum amount, and the additional securities will be allocated as set forth in Question 10 of this Form C.

The price of the securities does not necessarily bear any relationship to our company's asset value, net worth, revenues or other established criteria of value, and should not be considered indicative of the actual value of the securities.

In order to purchase the securities, you must make a commitment to purchase by completing the subscription agreement. Investor funds will be held in escrow with Prime Trust, who we refer to as the escrow agent, until the minimum amount of investments is reached. Investors may cancel an investment commitment until 48 hours prior to the offering deadline or the closing, whichever comes first using the cancellation mechanism provided by the Intermediary. We will notify investors when the minimum amount has been reached. If we reach the minimum amount prior to the offering deadline, we may close the offering at least five (5) days after reaching the minimum amount and providing notice to the investors. If any material change (other than reaching the minimum amount) occurs related to the offering prior to the offering deadline, we will provide notice to investors and receive reconfirmations from investors who have already made commitments. If an investor does not reconfirm his or her investment commitment after a material change is made to the terms of the offering, the investor's investment commitment will be cancelled, and the committed funds will be returned without interest or deductions. If an investor does not cancel an investment commitment before the minimum amount is reached, the funds will be released to our company upon closing of the offering, and the investor will receive the securities in exchange for his or her investment. Any investor funds received after the initial closing will be released to us upon a subsequent closing, and the investor will receive securities via digital registry in exchange for his or her investment as soon as practicable thereafter.

Subscription agreements are not binding on us until accepted by us. We reserve the right to reject, in whole or in part, in our sole and absolute discretion, any subscription. If we reject a portion of any subscription, the applicable prospective investor's funds will be returned without interest or deduction.

The price of the securities was determined arbitrarily. The minimum amount that a Purchaser may invest in the Offering is \$500.

The Offering is being made through Equifund Crowd Funding Platform, Inc., the Intermediary.

##### Commission/Fees

7.0% of the amount raised in the offering.

##### Stock, Warrants and Other Compensation

The intermediary will receive a number of shares of our common stock equal to 7% of the shares sold in the offering.

## **Transfer Agent and Registrar**

We will act as transfer agent and registrar for the securities, which will be set forth in a stock ledger. No physical certificates will be delivered.

## **Restrictions on Transfer**

The transfer of shares of our common stock is subject to the Company's right of first refusal under our By-Laws. That is, in the event of a proposed transfer of shares of our common stock by a stockholder, the stockholder shall offer such shares to the Company and the Company may exercise its right of first refusal to purchase all or, with the consent of the stockholder, a portion of such shares from the stockholder on the same terms as the proposed transfer. The Company may assign its right of first refusal. Notwithstanding, certain transactions are exempt from the Company's right of first refusal, including, among others, (i) a transfer to the stockholder's immediate family; (ii) a bona fide pledge or mortgage of the stockholder's shares with a commercial lending institution; or (iii) transfer of such stockholder's shares to a director or officer of the Company or any other stockholder of the Company. The Company's right of first refusal will terminate upon the date of the Company's initial public offering.

Any securities sold pursuant to Regulation CF being offered may not be transferred by any Investor of such securities during the one-year holding period beginning when the securities were issued, unless such securities are transferred: (1) to the Company, (2) to an accredited investor, as defined by Rule 501(a) of Regulation D promulgated under the Securities Act, (3) as part of an IPO or (4) to a member of the family of the Investor or the equivalent, to a trust controlled by the Investor, to a trust created for the benefit of a member of the family of the Investor or the equivalent, or in connection with the death or divorce of the Investor or other similar circumstances. "Member of the family" as used herein means a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother/father/daughter/son/sister/brother-in-law and includes adoptive relationships. Remember that although you may legally be able to transfer the securities, you may not be able to find another party willing to purchase them.

## **Drag Along**

In the event that (i) the Board of Directors of the Company and (ii) the holders of a majority of the then outstanding shares of Common Stock of the Company held by the stockholders then providing services to the Company as officers, employees or consultants, approve a Sale of the Company (as defined below), you agree to offer to sell all of your securities, and to sell all of your securities (or, if such proposed transaction involves the sale of less than one hundred percent (100%) of the outstanding Common Stock, a proportionate amount of its Common Stock), to such person or persons or to vote all of your securities in favor of such proposed transaction, as the case may be, in either case upon the terms and conditions of the transaction approved by the Board of Directors of the Company; provided, however, that your obligation to sell your securities shall only apply if all of the shares of Common Stock are to be sold on the same terms and conditions. A "Sale of the Company" shall mean either: (a) a transaction or series of related transactions in which a Person, or a group of related Persons, acquires from stockholders of the Company shares representing more than 50% of the outstanding voting power of the Company; (b) a merger or consolidation in which the Company is a constituent party or a subsidiary of the Company is a constituent party and the Company issues shares of its capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Company or a subsidiary in which the shares of capital stock of the Company outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or (c) (i) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Company or any subsidiary of the Company of all or substantially all the assets of the Company and its subsidiaries taken as a whole, or (ii) the sale or disposition (whether by merger, consolidation or otherwise, and whether in a single transaction or a series of related transactions) of one or more subsidiaries of the Company if substantially all of the assets of the Company and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Company.

## **Equity Financing**

To the extent you hold our common stock of at least 1% of the Company's capital stock (on an as-converted basis) then outstanding, in connection with an Equity Financing, you agree that you will execute and deliver to the Company all transaction documents related to the Equity Financing that may be reasonably requested by the Company. "Equity Financing" means a bona fide transaction or series of transactions with the principal purpose of raising capital, pursuant to which the Company issues and sells preferred stock at a fixed pre-money valuation.

14. **Do the securities offered have voting rights?  Yes  No**

Holders of our common stock are entitled to one vote per share of common stock held.

15. **Are there any limitations on any voting or other rights identified above?  Yes  No**

We do not have any voting agreements or shareholder/equity holder agreements in place.

16. **Explain how the terms of the securities being offered may be modified?**

The rights of the holders of common stock of our company may only be modified by the majority vote of the shares of common stock of our company outstanding and entitled to vote, unless a greater number of voting shares is required by applicable law.

**NOTE: 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.**

**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.**

The only securities of our company that are outstanding are common stock. The total amount of common stock issued and outstanding prior to this offering is 10,687,000 shares of common stock.

We may also offer preferred stock, or other debt or equity securities, including derivative securities like options, warrants and convertible debentures or notes in the future.

We reserve the right to sell our securities in a private placement transaction that occurs concurrently with this offering. Those securities may be SAFE securities (simplified agreement for future equity), preferred stock, convertible notes or other securities. The securities that we sell for cash to investors in a private placement while this offering is ongoing may have a conversion cap, liquidation preference, conversion price, price or similar valuation mechanism that is based upon a valuation for our company less than, equal to or greater than the valuation at which securities are being sold in this offering or higher. Investors should be aware that the securities that we sell in a concurrent private placement may have a liquidation preference, security interest, sinking fund, redemption provision or similar right that is senior to your rights as a common stockholder of this company and, accordingly, such other securities may be superior to our common stock in various ways even if they are being sold at the same valuation as we are selling our common stock in this offering.

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

The shares of our common stock being issued in this offering do not have anti-dilution rights, which means that future equity financings or other issuances of securities will dilute the ownership percentage that the investor will have in the company. It also means that if future financing rounds are done at a lower valuation, you will not receive the benefit of additional shares so that your valuation will remain the same. If we issue any shares of preferred stock or any debt securities in the future and, thereafter there is a liquidation of our company or sale of our company, the holders of such preferred stock or debt securities would have a preference in the payment of amounts owed to them such that you may not receive a large portion of (or any of) the assets, including any cash, to be distributed in liquidation.

19. **Are there any differences not reflected above between the securities being offered and each other class of security of the issuer?**  Yes  No

20. **How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered.**

If the principal shareholders exercise their voting rights, then the minority shareholders will have no ability to override the principal shareholders' votes. As a minority shareholder in the company, you will have limited ability, if at all, to influence our policies or any other corporate matters.

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.**

The securities being offered have been arbitrarily valued. Also, see the "The offering price in this offering may not represent the value of our securities" risk factor.

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

As a minority shareholder in our company, you will have limited ability, if at all, to influence our policies or any other corporate matters such as amendments to our certificate of incorporation, the creation of securities that are senior to the common stock being offered, mergers, the sale of all or substantially all of our assets, the election of board members, the liquidation or dissolution of our company and all other major corporate events.

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 securities do not have anti-dilution rights, which means that corporate actions, including: additional issuances of securities, issuer repurchases of securities, a sale of the issuer or of assets, or transactions with related parties could dilute the ownership percentage that the Investor may eventually have in the Company. Furthermore, if future issuances of securities are accomplished at a lower valuation than the valuation used for this offering (i.e., a down round), your valuation will remain the same as you have no price based anti-dilution protection.

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

The Company has an outstanding secured promissory note, which we refer to as the Note, in the amount of \$150,000. The Note was issued on November 10, 2020 and matures on May 10, 2021. The interest rate of the Note is 5% per annum. The note is secured by the Company's assets.

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

None.

26. **Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed**

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

The Company issued 4,363,000 shares of common stock to Jeffrey Nadel, our CEO and director, and Craig Bolz, our CFO and director, respectively, for their services and capital contributions to the Company.

## **FINANCIAL CONDITION OF THE ISSUER**

27. **Does the issuer have an operating history?** [X] Yes [ ] No

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

### **Financial Information**

#### **Operations**

Assure Health Corporation is a development stage company with minimal operating history and minimal revenues to date. We expect to continue to generate revenue through adding patients to our platform.

The Company expects to achieve profitability approximately within the next 12 months and intends to focus on the following:

- Securing more customers for our telehealth and remote patient monitoring platform.
- Securing channel partnerships with complementary digital health companies and other healthcare providers.
- Securing new medical devices to be offered in our product catalog.

#### **Liquidity and Capital Resources**

The Offering proceeds are essential to our operations. We plan to use the proceeds to pay staff, repay loans, and add business development capability. The Offering proceeds will have a beneficial effect on our liquidity, as our current cash on hand will be augmented by the Offering proceeds and used to execute our business strategy.

There is no guarantee that the Company has, or will have, any additional sources of capital other than the proceeds from the Offering.

#### **Capital Expenditures and Other Obligations**

The Company may make material capital expenditures as determined from time to time by the Board of Directors.

## Material Changes and Other Information

None.

## Trends and Uncertainties

After reviewing the above discussion of the steps we intend to take, potential investors should consider whether achievement of each step within the estimated time frame is realistic in their judgment. Potential investors should also assess the consequences to us of any delays in taking these steps and whether we will need additional financing to accomplish them.

The financial statements are an important part of this Form C and should be reviewed in their entirety. The financial statements of the Company are attached hereto as Exhibit A.

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

Attached as Exhibit A to this offering statement are the unaudited reviewed financial statements for the period beginning on May 29, 2020 and ending on December 31, 2020.

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:
- (i) in connection with the purchase or sale of any security?  Yes  No
  - (ii) involving the making of any false filing with the Commission?  Yes  No
  - (iii) 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?  Yes  No

If Yes to any of the above, explain: \_\_\_\_\_

- (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:
- (i) in connection with the purchase or sale of any security?  Yes  No;
  - (ii) involving the making of any false filing with the Commission?  Yes  No
  - (iii) 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?  Yes  No

If Yes to any of the above, explain: \_\_\_\_\_

- (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:

- (i) at the time of the filing of this offering statement bars the person from:
  - (A) association with an entity regulated by such commission, authority, agency or officer?  Yes  No
  - (B) engaging in the business of securities, insurance or banking?  Yes  No
  - (C) engaging in savings association or credit union activities?  Yes  No
- (ii) 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?  Yes  No

If Yes to any of the above, explain: \_\_\_\_\_

- (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:
  - (i) suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal?  Yes  No
  - (ii) places limitations on the activities, functions or operations of such person?  Yes  No
  - (iii) bars such person from being associated with any entity or from participating in the offering of any penny stock?  Yes  No

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:
  - (i) 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?  Yes  No
  - (ii) Section 5 of the Securities Act?  Yes  No

If Yes to either of the above, explain: \_\_\_\_\_

- (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?  Yes  No

If Yes, explain: \_\_\_\_\_

- (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?  Yes  No

If Yes, explain: \_\_\_\_\_

- (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?  Yes  No

If Yes, explain: \_\_\_\_\_

**If you would have answered “Yes” to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.**

#### **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 statements, in the light of the circumstances under which they are made, not misleading.

Please see the exhibits to this offering statement, all of which have been made available to the offerees in connection with this offering.

#### **ONGOING REPORTING**

We will file a report electronically with the SEC annually and post the report on its website, 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 our website at [www.assurehealthinvestors.com](http://www.assurehealthinvestors.com). We must continue to comply with the ongoing reporting requirements until (1) we are required to file reports under Section 13(a) or Section 15(d) of the Exchange Act; (2) we have filed at least one annual report pursuant to Regulation Crowdfunding and have fewer than 300 holders of record and has total assets that do not exceed \$10,000,000; (3) we have filed at least three annual reports pursuant to Regulation Crowdfunding; (4) we 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 (5) we liquidate or dissolve our business in accordance with state law.

## SIGNATURE

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

The issuer also certifies that the attached financial statements are true and complete in all material respects.

/s/ Jeffrey Nadel

(Signature)

Jeffrey Nadel

(Name)

CEO & Director

(Title)

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

/s/ Jeffrey Nadel

(Signature)

/s/ Jeffrey Nadel

(Name)

CEO & Director

(Title)

February 15, 2021

(Date)

/s/ Craig Bolz

(Signature)

/s/ Craig Bolz

(Name)

COO & Director

(Title)

February 15, 2021

(Date)

***Instructions.***

1. The form shall be signed by the issuer, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer and at least a majority of the board of directors or persons performing similar functions.
2. The name of each person signing the form shall be typed or printed beneath the signature. Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001

I, Jeffrey Nadel, being the CEO and Director of Assure Health Corporation, a Delaware corporation (the “Company”), hereby certifies as of this date that:

- (i) the accompanying unaudited financial statements of the Company, which comprise the balance sheet as of December 31, 2020 and the related statements of income (deficit), stockholder’s equity and cash flows for the period from the Company’s inception to December 31, 2020, and the related notes to said financial statements (collectively, the “Financial Statement”), are true and complete in all material respects; and
- (ii) while the Company has not yet filed the tax return for the year ended December 31, 2020, any tax return information included in this Form C reflects accurately the information that would be reported in such tax return.

/s/ Jeffrey Nadel

(Signature)

Jeffrey Nadel

(Name)

CEO & Director

(Title)

February 15, 2021

(Date)

## **EXHIBITS**

Exhibit A	Financial Statements
Exhibit B	Offering Page
Exhibit C	Subscription Agreement
Exhibit D	Pitch Deck
Exhibit E	Video Transcript

**EXHIBIT A**  
**Financial Statements**

**EXHIBIT B**  
**Offering Page**

**EXHIBIT C**  
**Subscription Agreement**

**EXHIBIT D**  
**Investor Deck**

**EXHIBIT E**  
**Video Transcript**