
SPOTLIGHT CAPITAL HOLDINGS, INC.

(A Colorado Corporation)
601 S. Figueroa St., Ste. 4050
Los Angeles, CA 90017
(213) 337-6784

All information in this quarterly disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.

No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:

Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.

The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.

Date: July 12, 2019

Spotlight Capital Holdings, Inc.

/s/Aaron C. Johnson
President

/s/ Andre' L. Ligon
Andre' L. Ligon,
General Counsel

AMENDED OFFICERS' DISCLOSURES
Period Ending December 31, 2018

As of December 31, 2018, the number of shares outstanding of our common stock was 280,500,781.

As of December 31, 2018, the number of shares of our common stock was 280,500,781

As of June 30, 2018, the number of shares outstanding of our common stock was 9,382,219.

The Company is not a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934). The company's shell status has not changed since the previous reporting period.

There has not been a Change in Control of the company over this reporting period, as indicated in the disclosure information listed below.

Item 1: The exact name of the issuer and its predecessor

Spotlight Capital Holdings, Inc. from May 1, 2014, until the present
 Avstar Aviation Group, Inc. from September 2009 to May 1, 2014
 Pangea Petroleum Corp. until September 2009

The issuer was incorporated in the State of Colorado in 1997. The Issuer's status in the State of Colorado is active.

The issuer on any of its predecessors has never been in bankruptcy, receivership, or any similar proceeding.

Item 2: Security Information

Trading Symbol: SLCH

Exact title and class of securities outstanding: Common Stock

CUSIP: 849205109

Par or Stated Value: .001

Total shares authorized: 500,000,000 as of: March 31, 2019

Total shares outstanding: 280,500,781 as of: March 31, 2019

Item 3: Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period.

Disclosure under this item, shall include in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to (entities must have individual with voting / investment	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?

				Issuance	the time of issuance ? (Yes/No)	control disclosed).	Provided (if applicable)		
<u>May 8, 2018</u>	<u>New</u>	<u>100,000,000. Issued</u>	<u>Common</u>	<u>.002</u>	<u>No</u>	<u>Andre L Ligon</u>	<u>Salaries Owed</u>	<u>Restricted</u>	<u>504</u>
<u>May 8, 2018</u>	<u>New</u>	<u>100,000,000</u>	<u>Common</u>	<u>.002</u>	<u>No</u>	<u>Aaron C. Johnson</u>	<u>Salaries Owed</u>	<u>Restricted</u>	<u>504</u>
<u>August 2, 2018</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Fabian Alvarado</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
<u>August 2, 2018</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Miguel Alvarado</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
<u>August 2, 2018</u>	<u>New</u>	<u>5,000,000</u>	<u>Common</u>	<u>.01</u>	<u>No</u>	<u>Surf Financial</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
<u>August 2, 2018</u>	<u>New</u>	<u>20,000,000</u>	<u>Common</u>	<u>.01</u>	<u>NO</u>	<u>Kristina Nava</u>	<u>Services</u>	<u>Restricted</u>	<u>504</u>
Shares Outstanding on <u>December 31, 2018</u> :	<u>Ending Balance:</u> Common: 280,500,781 Preferred: <u>10,000,000</u>								

B. Debt Securities, Including Promissory and Convertible Notes.

There are no outstanding promissory, convertible notes or debt arrangements

Item 4) Financial Statements

A. The following financial statements were prepared in accordance with:

U.S. GAAP

B. The financial statements for this reporting period were prepared by (name of individual)¹:

Name: **Andre' L. Ligon & Aaron C. Johnson**

Title: General Counsel / President

Relationship to Issuer: Both are Officers of the Issuer

Note: Both officers have experience working with and operating publicly traded Companies and have sufficient knowledge of US GAAP and financial skills

The following financial statements were posted through OTC Disclosure Service on 5/6/2019, and are incorporated by reference as if set forth at length:

- C. Balance sheet, Posted on 5/6/2019
- D. Statement of income, posted on 5/6/2019
- E. Statement of cash flows, posted 5/6/2019
- F. Financial notes; attached to the quarterly Report for this quarter.

Item 5). Nature of the Business

A. Summary of Business Operations

The issuer is a holding company whose focus is in the entertainment field. The Company is in the business of movie/music production and distribution in the United States and abroad. Spotlight Capital Holdings, Inc. is comprised of three separate divisions; films, music, & Concert Promotions. The three divisions provide synergy, with specific emphasis on profitability and vertical integration.

B. Description of Subsidiaries or Affiliated Companies.

Spotlight Film Division

601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017
Tel: (213) 337-6784

Contact Person: Aaron C. Johnson and/or Andre' L. Ligon

Spotlight Music Division

601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017
Tel: (213) 337-6784

Contact Person: Aaron C. Johnson and/or Andre' L. Ligon

Spotlight Concert Division

601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017
Tel: (213) 337-6784

Contact Person: Aaron C. Johnson and/or Andre' L. Ligon

C. Describe the issuers' principal products or services, and their markets

The Spotlight Film Division (“Spotlight Films”), is engaged in the production of low-budget, high quality, genre pictures with recognizable name talent. The Company’s Management Team and Board of Directors will be comprised of industry professionals, whose experience spans decades in the industry. Our strategy is to work with highly skilled producers and directors who have a new approach to risk assessment and management, fulfilled by designing a production pipeline that maintains quality while taking advantage of new technologies, production efficiencies and value-added enhancements such as new marketing strategies. We will utilize our relationships, experience, and in-depth knowledge of the industry to produce a product with a certain high standard aesthetics and content. Spotlight Films provides only a quality product produced by veterans, directed by experienced and successful directors, featuring well-known as well as up-and-coming premier talent actors.

At Spotlight Films, we put a sound and solid strategy in place before we start any project. Our team of experienced professionals contributes from start-to-finish with all their abilities to shape the framework for project's execution and success. The company is currently developing an application (APP) to distribute any films and projects created or financed by the Company.

The Spotlight Music Division (“Spotlight Music”) offers music and videos by some of the industry’s most sought-after artists and accomplished talents. In the future we plan to provide exclusive, never seen or heard music and videos. These products will be priced below many of our competitors. Visitors to the website can download the Spotlight Music application and browse around and preview a song before you buy it. Spotlight Music will also offer a community for recommendations from other viewers based on music everyone loves to listen to.

The company, by and through its music division, has currently developed a different type of music app, named JUKEBOX SWAP that has been released to the public. This app will revolutionize the way people buy and trade music. Although released via soft launch, (testing phase) the Company expects a full release during the next fiscal year.

The Spotlight Concert Division (“Spotlight Concerts”) offer music performances of the industry’s most popular artists in various venues in the continental United States. Because of the arrangements with the artists, venues, and concert promoters, the issuer will be able to maximize profits with minimal expenses. The Company is also under development of a service that will add to the profitability of this division, by exposing the world to millions of films created by independent producers that are completed and in the can. Because the app is currently under development, management has decided not to release the name and the specifics of the app at this time.

Item 6) Describe the Issuer’s Facilities

Currently the Company does not own facilities. The Company has two leased locations for administrative purposes. The Company uses two office suites, one located in Houston, Texas, and a location in Los Angeles, California. The addresses are listed below:

Los Angeles Office:

601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

This location is leased on a month to month basis.

Houston Office:

2646 South Loop West, Ste. 380
Houston, Texas 77054

This location has currently been leased under a 5-year lease agreement. The lease for this location expires in March of 2021.

Although the Company only operates out of leased office suites, the Company has plans to acquire property in Texas and in California in order to conduct business and achieve its objectives. The location in Texas will be used for its future movie production studio, if it is deemed profitable for the Company, once funding is received. The reason that the Company has decided to locate its movie studio in this State is that the land needed to operate is cheaper than in other States, which will allow the Company to construct a facility that will meet its needs at a lower price.

The Company will maintain its business offices in Los Angeles, California, in order to be in the heart of the entertainment industry.

Item 7. Officers, Directors and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Aaron C. Johnson</u>	<u>President, Secretary, Director</u>	Los Angeles, CA	105,100,000	Common/Preferred	<u>35% of Common</u> <u>51% of Preferred</u>	<u>100,000,00 is Common Stock and 5,100,000 is Preferred Stock</u>
<u>Andre' L. Ligon</u>	<u>General Counsel</u>	Houston, Texas	100,000,000	Common	<u>35% of Common</u>	_____
_____	_____	_____	_____	_____	_____	_____

_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

Item 8. Legal/Disciplinary History

Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding, or judgment has not been reversed, suspended, or vacated;

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

Item 9) Third Party Service Providers

1. Legal Counsel

Andre' L. Ligon
Law Offices, Andre' L. Ligon, P.C.
2646 South Loop West, Ste. 380
Houston, Texas 77054
Tel: (713) 662.2500
andre@andreligon.com

2. Accountant or Auditor

None at this time

3. Investor Relations

None at this time

4. Other Advisors

None at this time.

10) Issuer Certification

I, Aaron C. Johnson certify that:

1. I have reviewed this Annual Disclosures for the period ending December 31, 2019 of Spotlight Capital Holdings, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: July 12, 2019

/s/ Aaron C. Johnson
President and Chairman

I, Andre' L. Ligon certify that:

1. I have reviewed this Amended Annual Disclosures for the period ending December 31, 2018, of Spotlight Capital Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: July 12, 2019.

/s/ Andre' L. Ligon, Esq.
General Counsel and Treasurer