

## OTC Pink Basic Disclosure Guidelines

### 1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

DNA Brands, Inc.

### 2) Address of the issuer's principal executive offices

#### Company Headquarters

Address 1: 544 NW 77<sup>th</sup> Street

Address 2: Boca Raton, Florida 33487

Phone: (954) 970-3826

Email: melvin@dnaenergydrink.com

Website: dnaenergydrink.com

#### IR Contact

N/A

### 3) Security Information

Trading Symbol: DNAX

Exact title and class of securities outstanding: Common shares

CUSIP: 23328Q 10 9

Par or Stated Value: \$0.001

Total shares authorized: 6,000,000,000 as of: August 31, 2015

Total shares outstanding: 4,598,345,165 as of: August 31, 2015

#### Transfer Agent

Name: Corporate Stock Transfer Inc. \_\_\_\_\_

Address 1: 3200 Cherry Creek Dr S. Denver, CO 80209 \_\_\_\_\_

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: 303-282 4800

Is the Transfer Agent registered under the Exchange Act?\* Yes: X No: ☐

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

NONE

Describe any trading suspension orders issued by the SEC in the past 12 months.

NONE

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

In August 2014 the Company's Board of Directors increased the number of authorized common shares from 1,000,000,000 to 6,000,000,000. The Company is contemplating increasing the number of authorized common shares to 10,000,000,000.

#### 4) 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. The list shall include all offerings of equity 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, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

In early 2014, the Company was fully reporting and filed its last 10-Q with the SEC on May 20, 2014. At that time there were 399,379,795 shares outstanding. Attached is a summary of activity from the transfer agent statement for the period May 19, 2014 through August 31, 2015. All of the issuance of common stock during this period relate to the issuance of common shares per the terms of various convertible notes outstanding. All of the conversions were for convertible notes held for a period of six months therefore the underlying share issuances were for free trading shares since the six month holding period under Rule 144 had been met.

Issuances attached

#### 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

[Current financial statements attached](#)

#### 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

DNA Brands, Inc. was incorporated in the State of Colorado on May 23, 2007 under the name Famous Products, Inc. Prior to July 6, 2010 we were a holding company operating as a promotion and advertising company. We currently produce, market and sell a proprietary line of five carbonated blends of DNA Energy Drink®, Citrus, Sugar Free Citrus, Original (a



unique combination of Red Bull® and Monster® energy drinks), Cryo-Berry (a refreshing mix of cranberry and raspberry) and Molecular Melon (a cool and refreshing taste); as well as three milk based energy coffees fortified with Omega 3. These flavors are Mocha Vanilla Latte and Carmel Macchiato.

Our principal offices are located at 544 NW 77th Street, Boca Raton, Florida, 33487, telephone (954) 970-3826. Our website is [www.dnabrandsusa.com](http://www.dnabrandsusa.com).

Previously we produced, marketed and sold a proprietary line of five carbonated blends of DNA Energy Drink®, Citrus, Sugar Free Citrus, Original (a unique combination of Red Bull® and Monster® energy drinks), Cryo-Berry and Molecular Melon; as well as three milk based energy coffees fortified with Omega 3. These flavors are Mocha, Vanilla Latte and Carmel Macchiato. Until 2012 we also marketed and sold a line of beef jerky and meat sticks but these products were discontinued in late 2012. We sold and marketed our products either directly to distributors for resale to retailers, supermarkets, convenience stores, and independents or through regional distributors servicing these same outlets.

Since early 2012 we have experienced a severe shortage of working capital which curtailed our sales and marketing efforts. Currently we have no revenue or any cash available to operate the business. We do not have any inventory on hand and do not have the financial resources to produce any new inventory or products. The Company is essentially dormant except for paying required bills to remain open. These bills are being paid exclusively from proceeds of officer loans made by the Company's officers Darren Marks and Mel Leiner.

**B. Date and State (or Jurisdiction) of Incorporation:**

May 23, 2007 in Colorado

**C. the issuer's primary and secondary SIC Codes;**

primary SIC code 6719  
secondary SIC code 2086

**D. the issuer's fiscal year end date;**

December 31st

**E. principal products or services, and their markets;**

Energy drinks

**7) Describe the Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases its facilities and has no real property or assets. The Company leases office and warehouse space in Boca Raton, Florida at the rate of approximately \$5,589 per month with minimal escalation clauses and is committed to these payments until June 2017 when the Company's lease expires.

**8) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Darren Marks, Chairman and Director  
Mel Leiner, CEO and Director

- B. 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; or

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

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

NONE

## 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: Andrew I. Tesley

Firm: same Andrew I. Telsey, P.C.

Address 1: 12835 E. Arapahoe Rd, Suite I-803 Centennial CO 80112\_\_\_\_\_

Address 2:

Phone: 303-768 9221



Email: \_\_\_\_\_

Accountant or Auditor

Name: \_\_\_\_\_

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Previously our audit firm was Mallah Furman located in Florida. We currently do not have an audit firm or outside accountant. Financials prepared in-house.

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: n/a \_\_\_\_\_

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

NONE

**10) Issuer Certification**

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).


The certifications shall follow the format below:

I, [identify the certifying individual] certify that:

1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];
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.

September 2, 2015

 [CEO's Signature]

 [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

 [Title]