

# **EF HUTTON AMERICA, INC.**

*Prepared in accordance with OTC Pink Basic Disclosure Guidelines*

## **1) Name of the Issuer and its Predecessors (if any)**

EF Hutton America, Inc. (the “Company”) was incorporated in the State of Colorado on March 8, 2007 under the name of Twentyfour/seven Ventures, Inc. The name of the Company was changed to EFH Group, Inc. on October 28, 2014. Effective April 24, 2015, the name of the Company was changed to EF Hutton America, Inc.

## **2) Address of the Issuer’s Principal Executive Offices**

### ***Company Headquarters***

77 Water Street  
New York, NY 10005  
Telephone: 212-742-5000

### ***IR Contact***

None

## **3) Security Information**

Trading Symbol: **HUTN**

Exact title and class of securities outstanding: **common stock**

CUSIP: **26845G108**

Par Value: **\$0.001**

Total Shares Authorized: **90,000,000 as of August 15, 2016**

Total Shares Issued and Outstanding: **53,837,331 as of August 15, 2016**

Exact title and class of securities outstanding: **Class B common stock**

Par Value: **\$0.001**

Total Shares Authorized: **10,000,000 as of August 15, 2016**

Total Shares Issued and Outstanding: **5,797,000 as of August 15, 2016**

Exact title and class of securities outstanding: **Preferred stock**

Par Value: **\$0.001**

Total Shares Authorized: **10,000,000 as of August 15, 2016**

Total Shares Issued and Outstanding: **0 as of August 15, 2016**

### **Transfer Agent**

Island Stock Transfer  
15500 Roosevelt Boulevard  
Suite 301  
Clearwater, FL 33760  
Telephone: 727-289-0010

Island Stock Transfer is registered with the Securities and Exchange Commission as a transfer agent pursuant to Section 17A(c) of the Exchange Act of 1934.

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 anticipated or that occurred within the past 12 months: **None**

#### **4) Issuance History**

List below any events, in chronological order, that resulting 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 the following:*

- A) The nature of each offering (e.g., Securities Act Rule 504/506, intrastate, service provider, contractual arraignment, ESOP, etc.):
- B) Any Jurisdictions where the offering was registered or qualified:
- C) The number of shares offered:
- D) The number of shares sold:
- E) The price at which the shares were offered, and the amount actually paid to the issuer:
- F) The trading status of the shares; and
- G) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on the transferability and sale of the shares pursuant to the Securities Act.

(a) On November 25, 2014, pursuant to the asset purchase agreement for intangible assets valued at \$10,025,000, the Company issued 52,173,000 restricted common shares and 5,797,000 restricted Class B common shares to EFH Wyoming, a company controlled by an officer and director of the Company. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933

(b) On February 2, 2015, the Company issued 11,034 restricted common shares to KBM Worldwide, Inc. for cash consideration of \$13,792. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(c) On March 16, 2015, the Company issued 26,940 restricted common shares to KBM Worldwide, Inc. for cash consideration of \$21,283. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(d) On March 24, 2015 the Company issued 100,000 restricted common shares each to Christopher Daniels and Stanley Hutton Rumbough for services valued at \$80,000 and \$80,000, respectively. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933. These common shares were rescinded and/or cancelled effective June 29, 2016 by mutual agreement of Messrs. Daniels and Rumbough and the Company's board.

(e) On May 8, 2015, the Company issued 37,500 restricted common shares to Bruce David Winn for cash consideration of \$30,000. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(f) On June 12, 2015, the Company issued 20,000 restricted common shares to Johnny M. Tooke for cash consideration of \$16,000. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(g) On June 18, 2015, the Company issued 200,000 restricted common shares to Craig J. Marshak for services valued at \$140,000. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(h) On July 31, 2015, the Company issued 200,000 restricted common shares to Dennis R. White for services valued at \$80,000. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933. These common shares were rescinded and/or cancelled effective June 29, 2016 by mutual agreement of Mr. White and the Company's board.

(i) On September 2, 2015, the Company issued 20,000 restricted common shares to Barbara Portman for cash consideration of \$15,000. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(j) On September 2, 2015, the Company issued 12,000 restricted common shares to Frederick P. Ziwoť for cash consideration of \$9,600. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(k) On December 18, 2015, the Company issued 15,000 restricted common shares to Johnny M. Tooke for cash consideration of \$12,000. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(l) On January 18, 2016, the board approved the issuance of following stock options to purchase ordinary common shares for \$0.50 per common share.

Stanley Hutton Rumbough, director	200,000
Dennis White, director	200,000
Lance Diamond, CFO	300,000

The options expire in five years.

(m) On March 2, 2016, the Company issued 412,857 restricted common shares to Triple Eight Markets related to a set of transactions that closed in October 2015. The common shares were issued pursuant to an exemption under Section 4(a)(2) of the Securities Act of 1933.

(n) On March 22, 2016, the board authorized and the Company entered into an employment agreement effective as of January 15, 2016 with Christopher Daniels which pays Mr. Daniels a base salary of \$1 per year and provides for incentive compensation that includes a cash bonus and a stock options to buy up to 1,200,000 ordinary common shares at \$0.50 per share and a second option to buy up to \$30,000,000 worth of ordinary common stock at \$0.50 per share or the average of the prior twenty days closing stock price. The stock options expire on March 31, 2019. Up to two million dollars of the second stock option can be exercised with a note with a repayment term of up to five years. The employment agreement includes healthcare and other customary benefits.

(o) On April 16, 2016, the board adopted a resolution to rescind 400,000 shares granted issued to management as part of the 2015 Stock Awards Plan and to cancel 400,000 shares that were granted and as yet unissued under the 2015 Stock Awards Plan. In aggregate, 800,000 shares that were granted were rescinded or cancelled.

(p) On April 16, 2016, the board adopted a resolution to provide a stock option as part of the 2015 Stock Awards Plan. Under the 2015 Stock Awards Plan, an option to buy 200,000 shares is issued to each of Mr. S.H. Rumbough, Mr. C. Daniels, Mr. D. White, Mr. J. Daniels. In aggregate, stock options to buy up to 800,000 shares at \$0.40 were provided. The 2015 Stock Awards Plan, stock options expire on June 1, 2020.

(q) On June 30, 2016, in return for a personal guaranty of the Bridge Note by Mr. S.H. Rumbough, our chairman, and Mr. Daniels, our chief executive officer the company provided an option to purchase 1,800,000 shares of ordinary common stock at a price of \$0.26 per share, which option expires on 6-30-2021.

(r) On June 30, 2016, in return for a personal guaranty of the 6-30-16 Note by Mr. C. Daniels, our chief executive officer the company provided an option to purchase 1,800,000 shares of ordinary common stock at a price of \$0.26 per share, which option expires on 6-30-2021.

All of the common shares listed above contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on the transferability and sale of the shares pursuant to the Securities Act.

*With respect to private offerings of securities, the list shall also indicate the identity of the person or persons who purchased securities in such private offering; provided, however, that the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.*

## **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) Income Statement*
- C) Statement of Cash Flows*
- D) Financial Footnotes; 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 or 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. (ie; “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, and the date that it was posted to [www.otciq.com](http://www.otciq.com) in the field below.*

The required financial statements are incorporated by reference to:

Quarterly Report, period end date June 30, 2016 posted to OTCIQ on August 22, 2016

*The 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.*

## **6) Describe the Issuer’s Business, Products or 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:*

The Company, through its subsidiaries, is to market branded financial services through multiple channels including its institutional division and its digital division.

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

Incorporated on March 2007 in the State of Colorado.

*C) The issuers primary and secondary SIC codes:*

*Primary SIC code:* 7374 - defined as: Data processing and preparation

*Secondary SIC code:* None

*D) The issuer's fiscal year end date:*

December 31

*E) Principal Products or Services, and their Markets:*

The Company, through its subsidiaries, is to market branded financial services through multiple channels including its institutional division and its digital division. EF Hutton Financial Corp., a wholly owned subsidiary of the Company, is developing a digital financial services business including an internet marketplace that connects consumers with a network of financial providers across a range of financial products and services, including, but not limited to insurance, tax, real estate and financial planning. In addition to digital financial services, our subsidiary intends to offer specialty financial services through its institution division.

**7) Describe the Issuers' Facilities**

Our headquarters are located at 77 Water Street, New York, NY 10005. This space consists of approximately 10,000 square feet of shared office space that is available for our use on an as needed basis, at a nominal monthly rental rate plus costs for various office services, under a month-to-month arrangement. This is a temporary office arrangement and we are actively seeking to identify new office space.

On August 1, 2016, the Company entered into a lease for one full floor of commercial office space amounting to 15,000 square feet in a ten story office building located at One South Limestone Street in Springfield Ohio. The lease term is six months and the lease payments are \$5,000 per month.

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

**A) Name of Officers, Directors, and Control Persons:**

Stanley Hutton Rumbough      Chairman

Christopher Daniels	CEO, Co-Chairman
Lance Diamond	CFO
Dennis White	Director
Craig Marshak	Director

#### B) Legal/Disciplinary History

(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) of the Securities and Exchange Commission, the Commodity Futures Trading Commission, or 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:

*Please 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 (separate entity), please provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of those corporate shareholders.*

Name of Beneficial Owner and Address	Number of Shares of Voting Stock Beneficially Owned		Percentage of Class		Total Votes	
	Ordinary Common	Class B	Ordinary Common	Class B	Number	% <sup>(1)</sup>
Christopher Daniels <sup>(2)</sup> 77 Water St., 7th Floor NY, NY 10005	46,801,437	5,211,207	86.93%	89.90%	98,914,145	89.39%
Stanley Hutton Rumbough <sup>(4)</sup> 77 Water St., 7th Floor	316,507	35,174	0.58%	0.61%	668,314	0.60 %

NY, NY 10005

Craig Marshak <sup>(3)</sup> 77 Water St., 7th Floor NY, NY 10005	266,632	29,625	0.49%	0.51%	562,890	0.50 %
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*(1) Out of a total of 110,652,213 votes that can be cast based on 53,837,331 ordinary common and 5,797,000 Class B common.*

*(2) Includes shares held directly by EFH Global Holdings Inc., a Wyoming corporation, an entity for which Mr. Daniels is a control person, and trusts that are established to benefit minor children and third parties.*

*(3) As beneficial interest as majority owner of Triple Eight Markets, Inc. includes stock and assumes exercise all purchase rights.*

*(4) Includes minor children.*

## **9) Third Party Service Providers**

*Please provide the name, address, telephone number, and e-mail address of each of the following outside providers that advise or consult your company on matters relating to operations, business development and disclosure:*

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Legal Counsel

*J.M. Walker & Associates*  
*7481 South Garfield Way*  
*Centennial, CO 80122*  
*(303) 850-7637*  
*jmwlr85@gmail.com*

Accountant or Auditor

None

Investor Relations Consultant

None

Other Advisor:

None

**10) Issuer Certification**

I, Christopher Daniels hereby certify that:

- 1) I have reviewed this quarterly disclosure statement of EF Hutton America, Inc.; and*
- 2) Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact nor omit to state a material fact necessary to make the statement(s) 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 further*
- 3) Based on my knowledge, the financial statements, and other 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.*

Signed and Dated: 8-22-16

/s/Christopher Daniels  
Christopher Daniels  
Chief Executive Officer

I, Lance Diamond, hereby certify that:

- 1) I have reviewed this quarterly disclosure statement of EF Hutton America, Inc.; and*
- 2) Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact nor omit to state a material fact necessary to make the statement(s) 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 further*
- 3) Based on my knowledge, the financial statements, and other 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.*

Signed and Dated: 8-22-16

/s/Lance Diamond  
Lance Diamond  
Chief Financial Officer