

SPROUT TINY HOMES, INC.

A Colorado Corporation

Quarterly Disclosure Statement for June 30, 2018

**Information Provided Pursuant to
Rule 15c2-11 of the Securities and
Exchange Act of 1934, as Amended**

SPROUT TINY HOMES, INC.

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

Sprout Tiny Homes, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters Address 1: **45825 Highway 96 East**

Address 2: **Building 583E, Box 583**

Address 3: **Pueblo, CO 81006**

Phone: **720.810.4228**

Email: **rod.stambaugh@gmail.com**

Website(s): **http://sprouttinyhomes.com**

IR Contact Address 1: **N/A**

Address 2: **N/A**

Address 3: **N/A** Phone: **N/A**

Email: **N/A** Website(s): **N/A**

3) Security Information

Additional class of securities: Trading Symbol:

STHI

Exact title and class of securities outstanding: **Common Stock**

CUSIP: **85208W100**

Par or Stated Value: **0.0001**

Total shares authorized: **300,000,000** as of: **06/30/2018**

Total shares outstanding: **54,898,539** as of: **06/30/2018**

Additional class of securities: Trading Symbol:

STHI

Exact title and class of securities outstanding: **Series A Convertible Preferred Stock**

CUSIP: **N/A**

Par or Stated Value: **0.0001**

Total shares authorized: **1,000,000** as of: **06/30/2018**

Total shares outstanding: **1,000,000** as of: **06/30/2018**

We are authorized to issue 35,000,000 preferred stock, par value \$0.0001. We currently have one series of Preferred stock outstanding, Our Series A Convertible Preferred Stock.

On November 25, 2010, our Board of Directors approved the designation of 1,000,000 preferred shares of Series A Convertible Preferred Stock , par value \$0.0001. The rights of both classes of stock is outlined below.

The rights and preferences of Series A are set forth in our Articles of Incorporation as filed with the Secretary of State of Colorado. The Following is a summary of the rights and preferences:

Dividends. The Series A Convertible Preferred Stock are not entitled to receive dividends

Liquidation Preference. The holders of each share of Series A Convertible Preferred Stock then outstanding shall be entitled to be paid, out of the Available Funds and Assets, and prior and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets on any shares of Common Stock or subsequent series of preferred stock, an amount per share equal to the Original Issue Price of the Series A Convertible Preferred Stock plus all declared but unpaid dividends on the Series A Convertible Preferred Stock

Conversion Ratio. Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after issuance of such share into 100 shares of common stock.

Voting Rights. Each share of Series A Convertible Preferred Stock shall be entitled to 100 votes on any matter brought before our common stockholders.

Redemption. The Series A Convertible Preferred Stock is not redeemable.

Protective Measures. We may not take any of the following actions without the approval of a majority of the holders of the outstanding Series A Convertible Preferred Stock: (i) effect a sale of all or substantially all of our assets or which results in the holders of our capital stock prior to the transaction owning less than fifty percent (50%) of the voting power of the our capital stock after the transaction, (ii) alter or change the rights, preferences, or privileges of the Series A Convertible Preferred Stock, (iii) increase or decrease the number of authorized shares of Series A Convertible Preferred Stock, (iv) authorize the issuance of securities having a preference over or on par with the Series A Convertible Preferred Stock, or (v) effectuate a forward or reverse stock split or dividend of the Corporation's common stock.

As of the end of our fiscal period covered by this Disclosure Statement, we had 1,000,000 of our Series A Convertible Preferred Stock issued and outstanding.

Transfer Agent

Name: **Quicksilver Stock Transfer, LLC**

Address 1: **1980 Festival Plaza Dr., #530**

Address 2: **Las Vegas, NV 89135**

Address 3:

Phone: **702-629-1883**

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:

Our restricted shares of common stock bear a restricted legend substantially in the following form "The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended and may not be sold or transferred without registration under said Act or an exemption therefrom".

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:

None

Corporate History

On February 26, 2015, we were incorporated as a Delaware corporation named "Sprout Tiny Homes (DE), Inc."

On February 27, 2015, RG America, Inc., a Nevada corporation, merged into its wholly owned Delaware subsidiary, RG America Merger Corp. This moved RG America, Inc.'s state of incorporation from Nevada to Delaware.

On March 5, 2015, RG America Merger Corp. merged into its wholly-owned Delaware subsidiary RG America (DE), Inc. ("RG Delaware") as part of a Delaware Section 251(g) holding company reorganization. Sprout Tiny Homes (DE), Inc. was designated as the public holding company and RG Delaware became its wholly owned subsidiary, with all the assets and liabilities of the pre-existing insurance related business of RG America Inc. Under the plan of merger, each shareholder of RG Merger Corp. received shares of stock of Sprout Tiny Homes (DE), Inc. on a one-for-one basis.

On March 19, 2015, Sprout Tiny Homes (DE), Inc. changed its domicile to Colorado; as part of this process our corporate name changed to Sprout Tiny Homes, Inc., a Colorado corporation.

On March 27, 2015, a 1 for 150 reverse split was approved by the Company's Board of Directors and a majority of the voting power of its shareholders.

The above corporate actions were approved by the Company's Board of Directors and a majority of the voting power of the Company's stockholders. These corporate actions required approval by FINRA, which was granted on April 20, 2015, effective April 21, 2015. The Company's new trading symbol, "STHI," became effective 20 business days later.

On April 22, 2015, the Company acquired Sprout Tiny Homes, LLC, a Colorado limited liability company. We issued 35,000,000 shares of common stock to Rod Stambaugh as the purchase price for Sprout Tiny Homes, LLC.

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:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Private Placement, Section 4(a)(2)

B. Any jurisdictions where the offering was registered or qualified;

None

C. The number of shares offered;

There has been no specific number of shares offered.

D. The number of shares sold;

See below for specific issuances.

E. The price at which the shares were offered, and the amount actually paid to the issuer;

All issuances during the period were at \$1.00 per share of common stock.

F. The trading status of the shares; and

The 35,000,000 shares of our common stock held by Rod Stambaugh and all issuances during the period were restricted in accordance with Rule 144.

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 transferability and sale of the shares under the Securities Act.

The certificates evidencing our restricted shares of our common stock mentioned herein bear a standard restrictive legend.

On April 22, 2015, the Company issued 35,000,000 post-split shares of common stock to Rod Stambaugh pursuant to the share exchange agreement under which the Company acquired Sprout Tiny Homes LLC.

On June 5, 2015, the Company converted \$1,443,655 of debt previously assumed from Sprout Tiny Homes, LLC into 1,443,655 post – split restricted shares of common stock. The conversion ratio was \$1.00 per share. The conversion was exempt under Section 3(a)(9).

On November 16, 2015, 4,000,000 restricted shares of common stock were issued To Mercury Investment Partners, LLC for consulting services.

On November 16, 2015, 3,000,000 restricted shares of common stock were issued to DHN Enterprises LLC for consulting services.

On January 19, 2016, 3,000,000 restricted shares of common stock were issued to Righten Holdings, LLC for consulting services.

On January 19, 2016, 1,500,000 restricted shares of common stock were issued to I E Business Management, LLC for consulting services.

On October 24, 2016 and November 1, 2016, 900,000 restricted shares of common stock were issued to four related individuals for cash @ \$0.50 per share.

On, March 24 and March 28, 2017, a total of 7 noteholders converted \$199,102 of their note balances into a total of 199,102 shares of common stock @ \$1.00 per share. The conversion was exempt under Section 3(a)(9).

During the first quarter of 2017, one shareholder returned 30,000 shares of common stock to the Company; the 30,000 shares were cancelled.

On August 7, 2017, 325,000 restricted shares of common stock were issued to three employees of the Company in respect of past services. The issuance was exempt under Section 4(a)(2) of the Securities Act of 1933.

On August 21, 2017, 150,000 restricted shares of common stock were issued to a consultant under the terms of the consultant's consulting agreement with the Company. The issuance was exempt under Section 4(a)(2).

On October 20, 2017, 150,000 restricted shares of common stock were issued to a consultant under the terms of the consultant's consulting agreement with the Company. The issuance was exempt under Section 4(a)(2).

During the first quarter of 2018, 16,000 shares were issued to an individual for cash.

During the second quarter of 2018, a total of 340,000 shares were issued to two individuals for consulting services.

During the second quarter of 2018, 3,000,000 restricted shares of common stock were issued to I E Business Management, LLC for consulting services.

During the second quarter of 2018, 1,000,000 restricted shares of common stock were issued To Mercury Investment Partners, LLC for consulting services.

5) Financial Statements

Financials are attached to this document as follows:

Quarterly Financials for Period Ending June 30, 2018

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;

STHI is in the business of acquiring businesses engaged in the business of designing, developing and manufacturing the highest quality affordable housing for individual purchase or tiny / eco home real estate developments. The Company is also engages in developing its own real estate development projects of sustainable living communities. Company utilizes a streamlined manufacturing facility and a network of design partners and vendors to furnish and equip the homes with innovative features for sustainable lifestyles and living in smaller homes.

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

We were incorporated as a Delaware corporation on February 26, 2015 and re-domesticated to Colorado on March 19, 2015

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

6159 – Misc. business

D. the issuer's fiscal year end date;

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E. Principal products or services, and their markets;

The Company designs and manufactures high quality tiny and / or eco homes ranging from 135 sq. ft. to 500+ sq. ft. There are two basic types of homes the Company manufactures. Tiny homes range from 135 sq. ft up to 300 sq. ft. and are built on wheels that can be towed to the home site with a ¾ ton truck or larger. Eco or modular manufactured homes range from 450 sq. ft. to over 900 sq. ft. and are delivered and installed on a traditional foundation. The company provides consulting and custom design services to customers that engage the Company to build homes in our 14,000 sq. ft. manufacturing facility.

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 executive offices and manufacturing facility is located at 45825 Highway 96 East, Bldg 583E, Box 583, Pueblo, CO 81006. The facility is leased and is approximately 45,000 sq. ft. The facility is in good condition and suitable for the manufacturing of homes the Company is engaged in. The Company also owns manufacturing equipment, delivery equipment and tools associated with the manufacturing of its homes.

7A) Other

Litigation: On March 20, 2018, Equipment Leasing Associates, LLC sued Mercury Leasing, LLC, Mercury Investment Partners, LLC, Todd Light (owner of Mercury Leasing, LLC) and the Company for non-payment under a master lease concerning three (3) tiny homes which were leased to a customer in Lyons, Colorado under a customer sublease. *Equipment Leasing Services, LLC v. Mercury Leasing, LLC et al. Maricopa County Superior Court, Arizona, No. CV2018-053672*. The Company believes that this litigation has been resolved through the repossession and sale of the three tiny homes.

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.

<u>Name/Address</u>	<u>Title</u>
Rod Stambaugh 45825 Highway 96 East Bldg 583E, Box 583 Pueblo, CO 81006	President, CEO Secretary, Director

Michael Heflin was removed as a Director by our majority shareholder on March 15, 2018 and also removed by the Board of Director from his position as COO. Legal action is being pursued by both the Company and Mr. Heflin.

- 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.

- A. 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.

Common Stock/Preferred Stock			
Title Class	Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial	Percent of Class (2)
Series A Convertible Preferred	Rod Stambaugh	1,000,000	100%
Common Stock	Rod Stambaugh	35,000,000	63.75%
<p>(1) Unless otherwise indicated all addresses will be the corporate address of 45825 Highway 96 East, Building 583E, Box 583, Pueblo, CO 81006</p> <p>(2) Unless otherwise indicated based upon a total number of issued shares of common stock of 54,898,539.</p> <p>(3) 1,000,000 total Series A Convertible Preferred authorized and Issued convertible into over 100,000,000 shares of common stock (control shares).</p>			

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: **Frederick C. Bauman**

Firm: **Bauman & Associates Law Firm**

Address 1: **6440 Sky Pointe Dr., Ste 140-149**

Address 2: **Las Vegas, NV 89131**

Phone: **(702) 533-8372**

Email: **fred@lawbauman.com**

Accountant or Auditor Name:

N/A

Firm: **N/A**

Address 1: **N/A**

Address 2: **N/A**

Phone: **N/A**

Email: **N/A**

Investor Relations Consultant Name:

N/A

Firm: **N/A**

Address 1: **N/A**

Address 2: **N/A**

Phone: **N/A**

Email: **N/A**

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

Name: **N/A** Firm:

N/A Address 1:

N/A

Address 2: **N/A**

Phone: **N/A**

Email: **N/A**

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,

Rod Stambaugh certify that:

1. I have reviewed this Quarterly Disclosure Statement of Sprout Tiny Homes, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material factor 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.

July 15, 2018

/s/ Rod Stambaugh

Chief Executive Officer

