



DISCLOSURE STATEMENT
Filed April 23, 2014

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

WRAPmail, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
445 NE 12th Ave.
Fort Lauderdale Florida 33301
Telephone (415) 938-7978
Email: info@wrapmail.com
Website(s): www.wrapmail.com

IR Contact
WRAPmail, Inc.

3) Security Information

Trading Symbol: WRAP
Exact title and class of securities outstanding: common
CUSIP: **98212T203**
Par or Stated Value: no par value
SHARES/PV
Shares/PV Authorized:
400,000,000.0000
Less: Shares/PV Outstanding:
178,107,172.6000
Shares/PV Reserved:
0.0000
Share/PV available to issue:
221,892,827.4000

Transfer Agent
Yoel Goldfeder, Esq.
Chief Executive Officer
VStock Transfer, LLC
77 Spruce Street, Suite 201
Cedarhurst, New York 11516
Phone: (212) 828-8436
Mobile: (646) 599-1296
Facsimile: (646) 536-3179
www.VStockTransfer.com

Is the Transfer Agent registered under the Exchange Act?*

Yes: ☒

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:

Rule 144

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

n/a

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

10 for 1 stock split 06/04/2013

4) Issuance History

We relied upon Regulation D and Regulation S of the Securities Act of 1933, as amended ("the Securities Act") for the offer and sale of the certificates representing the shares which were marked with legends setting forth restrictions on transferability under the securities laws. Our Chief Executive Officer had the sole contact with all of our investors and had a pre-existing relationship with each person or entity below.

On December 27, 2010, we issued 500,000 shares of our common stock to Walter Matthews, P.A. in exchange for services rendered.

On December 27, 2010, we issued 2,500,000 shares of our common stock to Hamilton & Associates Law Group in exchange for services rendered.

On December 27, 2010, we issued 2,000,000 shares of our common stock to Frederick M. Lehrer, P.A. in exchange for services rendered.

On January 4, 2011, we issued 1,000 shares of our common stock to Rolv E. Heggenhougen in exchange for services rendered.

On January 4, 2011, we issued 1000 shares of our common stock to McKenzie Webster Limited in exchange for services rendered.

On January 4, 2011, we issued 1000 shares of our common stock to Santana Lightships Limited, a corporation controlled by Jan Løyning, as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to JB Ltd., a corporation controlled by James Bovell, as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to Barry Booth as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to Alesia Flemming as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to Peter Kaufman as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to Sean Geurin as a dividend issued to our option holders.



On January 4, 2011, we issued 1000 shares of our common stock to Dion Joannou as a dividend issued to our option holders. 12

On January 4, 2011, we issued 1000 shares of our common stock to Britt Sikes as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to Richard DeTagle as a dividend issued to our option holders.

On January 4, 2011, we issued 1000 shares of our common stock to Joe Hess as a dividend issued to our option holders. 13

On January 4, 2011, we issued 1000 shares of our common stock to LinkZero Technology Solutions LLC as a dividend issued to our option holders.

On January 13, 2011, we sold 1,000,000 shares of our common stock to deadline2online AS, a corporation controlled by Young N. Nguyen, for the price of one cent (\$0.01) per share or an aggregate investment of \$10,000.

On January 13, 2011, we sold 500,000 shares of our common stock to Herman Vestli for the price of one cent (\$0.01) per share or an aggregate investment of \$5,000.

On January 13, 2011, we sold 100,000 shares of our common stock to Daniel Orltarsh for the price of one cent (\$0.01) per share or an aggregate investment of \$1,000.

On January 14, 2011, we sold 2,500,000 shares of our common stock to Dr. Cory M. Lessner for the price of one cent (\$0.01) per share or an aggregate investment of \$25,000.

On January 14, 2011, we sold 500,000 shares of our common stock to Andre Halvorsen for the price of one cent (\$0.01) per share or an aggregate investment of \$5,000.

On January 14, 2011, we sold 100,000 shares of our common stock to Geir Sundal for the price of one cent (\$0.01) per share or an aggregate investment of \$1,000.

On January 14, 2011, we sold 100,000 shares of our common stock to Alf Terje Farstad for the price of one cent (\$0.01) per share or an aggregate investment of \$1,000.

On January 14, 2011, we sold 100,000 shares of our common stock to Pikasso Frisør AS, a corporation controlled by Alf Terje Farstad, for the price of one cent (\$0.01) per share or an aggregate investment of \$1,000.

On January 14, 2011, we sold 250,000 shares of our common stock to Teodor Vin, a corporation controlled by John Sundal, for the price of one cent (\$0.01) per share or an aggregate investment of \$2,500.

On January 14, 2011, we sold 500,000 shares of our common stock to Fønix Dame og Herrefrisør A/S, a corporation controlled by John Sundal, for the price of one cent (\$0.01) per share or an aggregate investment of \$5,000.

On January 14, 2011, we sold 200,000 shares of our common stock to John Age Sundal for the price of one cent (\$0.01) per share or an aggregate investment of \$2,000.

On January 14, 2011, we sold 200,000 shares of our common stock to Jon Olav Slettebakk for the price of one cent (\$0.01) per share or an aggregate investment of \$2,000.

On January 14, 2011, we sold 250,000 shares of our common stock to Arearea AS, a corporation controlled by Michael Dahl, for the price of one cent (\$0.01) per share or an aggregate investment of \$2,500.

On January 17, 2011, we issued 1,000,000 shares of our common stock to Merrill I. Rosen, CPA, P.C. in exchange for services rendered. 14

On January 17, 2011, we sold 100,000 shares of our common stock to Barry H. Zimmerman for the price



of one cent (\$0.01) per share or an aggregate investment of \$1,000.

On January 20, 2011, we sold 2,400,000 shares of our common stock to JB Ltd., a corporation controlled by James Bovell, for the price of one cent (\$0.01) per share or an aggregate investment of \$24,000.

On April 8, 2011, we sold 2,400,000 shares of our common stock to JB Ltd. for the price of one cent (\$0.01) per share or an aggregate investment of \$24,000.

On January 20, 2011 we issued 20,645,300 shares to McKenzie Webster Limited when \$ 206,453.00 debt

was converted to stock at one cent (\$0.01) per share.

On June 13, 2011, we issued 5,000,000 shares of our common stock to Alda Advisors in exchange for services rendered.

On June 13, 2011, we issued 5,000,000 shares of our common stock to Black Cat Consulting in exchange for services rendered.

On July 11, 2011 we issued 250,000 shares to JB, Ltd. in return for exercise of options at ten cent (\$0.10) per share or an aggregate investment of \$25,000.

On October 25, 2011, we issued 1,000,000 shares of our common stock to Velocity IR in exchange for services rendered.

On December 1, 2011 we issued 2,000,000 shares to JB, Ltd. in return for a private placement /REG D filed) at five cent (\$0.05) per share or an aggregate investment of \$100,000.

On February 1, 2012, we issued 2,000,000 shares of our common stock to Greg Partin in exchange for services rendered.

On February 13, 2012, we issued 5,000,000 shares of our common stock to Adriana Group in exchange for services rendered.

On June 12, 2012 we issued 480,000 shares to JB, Ltd. in return for a private placement /REG D filed) at five cent (\$0.05) per share or an aggregate investment of \$24,000.

On June 15, 2012 we issued 1,123,100 our common stock to Market Leverage in exchange for services rendered.

On August 20, 2012 we issued 1,925,000 shares to EMSEG & Co in return for a private placement /REG D filed) at five cent (\$0.0168 per share or an aggregate investment of \$30,000.

On September 5, 2012 we issued 2,500,000 shares to EMSEG & Co in return for a private placement /REG D filed) at five cent (\$0.018) per share or an aggregate investment of \$45,000.

On September 20, 2012 we issued 4,500,000 shares to Fairhills Capital in return for a private placement /REG D filed) at five cent (\$0.0144) per share or an aggregate investment of \$65,000.

On October 4, 2012 we issued 500,000 our common stock to Evergreen Marketing in exchange for services rendered.

On October 4, 2012 we issued 500,000 our common stock to Undiscovered Equities in exchange for services rendered.

On January 16, 2013 we issued 1,666,666 shares to Ea Vang Nielsen in return for a private placement /REG D filed) at five cent (\$0.03) per share or an aggregate investment of \$50,000.

On February 1, 2013, we issued 6,000,000 shares of our common stock to Greg Partin in exchange for services rendered.

On August 22, 2013 we issued 160,000,000 our common stock to McKenzie Webster Limited in return for loan agreement

5) Financial Statements



Filed separately today, April 23, 2014.

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:

Our primary SIC code is 7310. We have never been a shell company. There are no material government regulations governing our business, including environmental laws.

Our process turns everyday email into a branding and research tool for one's business. Our customers use their existing email address and we manage and create different e-mail letterhead using features that apply different graphics, links, promotions, surveys, coupons and other features. The users either use a toolbar which is available for Gmail, AOL, Hotmail, Yahoo, Salesforce.Com, 24Sevenoffice, GoDaddy and Keller Williams webmail (by Market Leader) or route the emails through our servers and in the latter case the email makes a "stop" after leaving the user's desktop and that "stop" is where our customer's email gets redesigned in the corporate wrapping. Our server will either reside on an in-house server in clients hosting center (dedicated server) or in the cloud (one of our servers located in our secure hosting facility). Our server can currently process about 50,000 emails per hour, which are scalable to unlimited volume.

Item 9. Nature of our Products and Services Distribution of our WrapMail services is accomplished through our website at www.wrapmail.com. We do not believe that we have any direct competition for specific services as we are a new technology entry into the market; however, we have peripheral competition by mass email companies that provide mass email services and email and stationary and signature services. We have been awarded [US Patent number 8572275](#). Assigned from Rolv Heggenhougen to WrapMail in November 2005; #20070083602) Other than this patent not subject to any material government regulations. We have no trademarks, licenses, franchises, concessions, royalty agreements, or labor contracts. We have no expected purchases of sale of any plant or equipment over the next 12 months. We plan to conduct further research and development of the entire solution. Should we be successful in raising additional capital, we plan to hire the following additional employees: (a) within 9 months, 3 sales and marketing personnel; and (b) within 12 months: (i) 5 additional sales and marketing personnel; (ii) 5 engineers; and (iii) an Executive Vice President of Sales. Our services are available in both the cloud /WrapMail hosted) solution and dedicated (client hosted) solution. The client hosted solution named WrapMail Enterprise includes further features such as multiple 6domains in one account and a campaign module where clients can send large email campaigns directly from the user interface.

We focus on 3 specific vertical markets:

General Business;

Colleges; and

Independent Contractors (such as real estate agents, insurance agents and network marketing affiliates).

Our services have been used on 6 continents in these segments:

Real estate;

Electronics;

Copy dealers;

Automotive;

Hospitals;

Airlines;

Insurance;

Telecom;

Yachting;

Television;



Restaurants;
Hotels;
Cruise lines;
Sports;
Accountants;
Medical community;
Golf clubs;
Builders/Contractors;
Financial services;
Travel;
Furniture; and
Manufacturing.

Our services include the following after our customer enters our website through a password protected login:

a. WrapMaker

The WrapMaker is a module where users can create wraps from scratch or select pre-fabricated templates, which we currently have for major real estate firms, eBay Power sellers, Network Marketing companies and Social Networks. Clients use their own images and links to create wraps from scratch from empty shells available in the WrapMaker or they pick a template that can be customized with their image, text and unique link. The WrapMaker also includes an image database where users can upload images (i.e. of homes for sale for example) and then select which images to rotate in which wraps. Each image also has the option of two lines of text and a unique link (i.e., to the MLS for that property for example). The WrapMaker has a settings section where users can set specific wraps for specific senders in the company or select wraps for rotation. New in 2013 are automatic WRAPS made from social networks.

b. Report Generator

The Report Generator stores click-data based on emails sent. There are several reports that in various ways display sender, recipient, time-stamps and link clicked.

c. WebMail

This feature allows users to send and receive their emails directly from/to their unique WrapMail dashboard using their existing email address.

d. Custom settings

Users can set rules to include or exclude senders, exclude recipients, manage senders from other domains, turn instant reporting on or off and turn the WrapMail email delivery assurance program on or off.

e. WrapMail delivery assurance

When turned on, this feature will send a text only email to any new recipient one time, alerting them that the sender just sent a wrapped e mail. This email includes the original subject line with a body text that explains what actions to take depending upon how that wrapped email was received.

7) Describe the Issuer's Facilities

We have virtual operations through our web servers. We have one physical office located in the home residence of our Chief Executive Officer that is composed of approximately 500 square feet.

8) Officers, Directors, and Control Persons



- A. Rolv E. Heggenhougen is our sole officer and director. Mr. Heggenhougen owns McKenzie Webster Limited which holds about 92% of the outstanding shares.
- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

N/A

- 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.

McKenzie Webster Limited
PO Box 866
Anderson Square Building
Georgetown, GCI, B.W.I.
92%

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

Frederick M. Lehrer, Esq.
Attorney and Counselor at Law
285 Uptown Blvd, 402
Altamonte Springs, Florida 32701
Office: [\(321\) 972-8060](tel:3219728060)
Cell: [\(561\) 706-7646](tel:5617067646)
E-Fax: (561) 423-3753
Email: flehrer@securitiesattorney1.com
Websites: www.securitiesattorney1.com ;
www.secdefenselaw.com

Accountant or Auditor

Benjamin Burke
SnappyTax
2323 NE 18 Terrace, Ocala, FL 34470
ben@snappytax.com
www.snappytax.com



855-snappy-tax

Investor Relations Consultant
WRAPmail, Inc.

10) Issuer Certification

I, Rolv E. Heggenhougen, 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.

April 23, 2014

Rolv E. Heggenhougen
Chairman & CEO