
SPOTLIGHT CAPITAL HOLDINGS, INC.

(A Colorado Corporation)

All information in this information and 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: October 5, 2018

Spotlight Capital Holdings, Inc.

/s/Aaron C. Johnson _____
President

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

OFFICERS' DISCLOSURES

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
Zip Top, Inc. until December 1989

Item 2: The address of the issuer's principal executive offices

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

2646 South Loop West, Ste. 380
Houston, Texas 77054
Tel: (713) 662.2500

Item 3: 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: June 30, 2018
Total shares outstanding: 9,382,219 as of: June 30, 2018

A. *Par or Stated Value:* see above

B. *Common or Preferred Stock:*

1. The common equity has no special dividend, voting or preemption rights.
- 2 The Company is authorized to issue 10,000,000 shares of preferred stock. The conversion rights associated with the preferred shares are to be determined at the time of issue. The holders of preferred shares shall be entitled to vote their shares proportionately to their holdings.
3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any provision in the issuer's charter or by-laws that would delay, defer, or prevent a change in control of the issuer.

None

Transfer Agent:

Old Monmouth Stock Transfer
200 Memorial Parkway
Atlantic Highlands, NJ 07716
Telephone: 732-872-2727

The transfer agent is 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:

There has not been any stock splits, dividends, recapitalizations, mergers, acquisitions, spin-offs, or reorganizations within the last 12 months. In the event the company chooses to engage in any of the above, Spotlight reserves the right to amend this statement.

Item 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.);

Regulation A Plus Offering, pursuant to section 3(b)(2), of the Securities Act of 1933. The Company filed a post qualification amendment to reduce the price from \$3.00 to \$1.00.

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

Currently the offering is registered in the State of Colorado. The company expects to register the offering in the following States:

Florida, Texas, New York, and California

C. The number of shares offered;

The Company will be offering up to 20,000,000 shares of common stock, per amendment request filed by the Company.

D. The number of shares sold;

None at this time. The company expects to make the shares available in the final quarter of this fiscal year.

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

N/A

F. The trading status of the shares; and

Pursuant to section 3(b)(2) of the Act, the shares of stock issued under this exemption will be free trading

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.

Although the shares have not been sold at the time these disclosures were prepared, the shares will be free trading, without restriction to prospective investors.

Item 5: Financial Statements

The financial statements for this quarter will be posted immediately proceeding the posting of this document. All documents related to the second quarter ending on June 30, 2018, are incorporated by reference as if set forth at length.

Item 6: The nature of the issuer's business.

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.

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 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 at just 69¢, 99¢, or \$1.29 each. 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, is currently in development of a different type of music app, that is expert to be released to the public, in 2019. This app will revolutionize the way people buy and trade music. Because the app is currently under development, management has decided not to release the name and the specifics of the app at this time.

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.

Although the company’s focus is entertainment, the company will be actively seeking profitable business ventures that will support the company’s primary entertainment objectives and its financial goals. The company will look to expand its operations into logistics and transportation, E-commerce, real estate, and any other profitable ventures that makes sense for the Company and its shareholders. In furtherance of this plan, the Company is currently in negotiations to acquire a portion of ONE WEST Magazine, currently operating in Los Angeles, California. Once the regulation A Plus amendment is approved, the Company intends to use some of the capital raised from to purchase 15% of the magazine, which will create an immediate revenue stream for Spotlight. This should be reflected in the next quarter’s statements, in the event the transaction is closed.

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

The issuer is a corporation that was organized in the year of 1997 under the laws of the State of Colorado

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

The issuer's primary and secondary SIC Codes.

Primary: 7812 (motion picture production) & 7822 (Motion Picture Distribution)

Secondary: music recording, 7389-49

D. the issuer's fiscal year end date;

December 31, 2018

E. principal products or services, and their markets;

Film, Movie, and Music production and distribution.

A. The issuer's primary business is the production, filming, editing low cost high quality movies, sound tracks and distributing all projects, including product created by independent film makers, in the US and abroad. The Company is also looking for ways to stream its products only through portals created by and for the company, along with using other streaming services.

B. distribution methods of the products or services;

The product will be distributed through normal channels for those industries. Although the company is seeking cost effective online methods to distribute films created, produced and/or funded by the Company.

C. status of any publicly announced new product or service;

A number of contracts will be entered into with a variety of actors, singers, and distribution companies but all require funding to progress to the revenue producing stage.

In addition to the company's entertainment division, the issuer will enter into business arrangements with E-Commerce companies to sale movies, videos, books, and other products to consumers on the world wide web.

There are competitors in each industry segment but few, if any, operate in the entire environment that the Spotlight segments are covering.

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The company has a market niche with nominal competition in the totality of the various industry segments.

E. sources and availability of raw materials and the names of principal suppliers;

The material required is generated through independent intellectual creativity provided by outsourced consultants and artists.

F. dependence on one or a few major customers;

The market for the Company's productions is vast and the Company is not dependent on a small number of customers.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

In some instances, royalty agreements may be required with various artists but there are no patents or trademarks required for the productions.

H. the need for any government approval of principal products or services and the status of any requested government approvals.

None.

Item 7: 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

Houston Office:

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

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. 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 8: The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

1. Full name and business address;

President and Secretary: Aaron C. Johnson
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

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

Treasurer and Legal Counsel: Andre Ligon
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

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

Aaron C. Johnson
Director
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

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

Andre' L. Ligon
Director

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

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

2. Compensation by the issuer;

None of the officers or directors are receiving any compensation at this time. Compensation earned has been listed as debt on the Company's financial statements.

3. Number and class of the issuer's securities beneficially owned by each such person.

Aaron C. Johnson owns 51 percent of the preferred shares of stock.

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;

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.

Aaron C. Johnson
601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

Item 9: Third Party 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.

Item 10: Issuer Certification

We, Aaron C. Johnson & Andre' L. Ligon, certify that:

1. We have reviewed this Officer Disclosure 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 in the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: October 5, 2018.

/s/ Aaron C. Johnson

Aaron C. Johnson,

Chairman and President

/s/ Andre' L. Ligon _____

Andre' L. Ligon,
General Counsel