
No Underwriter, salesman, or other person has been authorized to give any information or to make any representations not contained in this Offering Memorandum in connection with the offer made hereby. If given or made, such information or representations must not be relied upon as having been authorized by the Company.

This Offering Memorandum does not constitute an offer of any securities other than the securities to which it relates or an offer to any person in any jurisdiction in which such an offer would be unlawful. Any material modification to the offering will be accomplished by means of an amendment written and signed by the Company's counsel. In addition, the right is reserved by the Company to cancel any confirmation of sale prior to the release of funds, if, in the opinion of the Company, completion of such sale would violate federal or state securities laws or a rule or policy of the National Association of Securities Dealers, Inc., Washington, DC 20006.

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Until December 20, 2018, all employees, officers, and directors of the Company effecting transactions in the Shares may be required to deliver this Offering Memorandum to prospective investors or their representatives.

10,000,000 Common Shares

Price: US \$2.50 per Share

Sold on a Best Efforts basis

Private Placement Memorandum

For Information Purposes Only,

SHE
Beverage Company



She Beverage Company, Inc.

42601 8th Street West Suite 108,
Lancaster CA 93534
855-774-3238

Offering Memorandum

**US \$25,000,000
June 20, 2018**

Confidential Private Placement Offering Memorandum

She Beverage Company, Inc.

A California Corporation

10,000,000 Common Shares

for

US\$ 25,000,000

She Beverage Company, Inc. (hereinafter the “Company” or “She Beverage”) is hereby offering Ten Million (10,000,000) shares of Common Stock (the “Shares” or “Securities”) for a price of US \$2.50 per Share, pursuant to the terms of this Confidential Private Placement Memorandum and exhibits and amendments thereto (the “Offering Memorandum” or “Memorandum”), for a period of 180 days from the date of this Offering Memorandum (the "Offering Period"), which period may be extended for an additional 90 days at the sole discretion of the Company (See "Plan of Distribution"). There is no minimum offering amount, and no escrow of funds received from this offering (the “Offering”).

Any funds received will be immediately available for utilization by the Company for its own benefit. Initial investors should be aware of the **high degree of risk** involved with the Offering. Prior to this Offering, there has been no public market for the Shares of Common Stock, and there can be no assurance that a market will develop upon completion of this Offering or, if a market should develop, that it will continue.

THIS OFFERING INVOLVES A HIGH DEGREE OF RISK AND SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD TO RISK LOSS OF THEIR ENTIRE INVESTMENT. THE INITIAL OFFERING PRICE HAS BEEN ARBITRARILY ESTABLISHED BY THE COMPANY AND BEARS NO RELATIONSHIP TO THE ASSETS OF THE COMPANY, SHAREHOLDER EQUITY, OR ANY ESTABLISHED CRITERIA OF VALUE. (SEE "RISK FACTORS", "INVESTOR SUITABILITY", AND "PLAN OF DISTRIBUTION").

THESE SECURITIES HAVE NOT BEEN REGISTERED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION BECAUSE THEY ARE BELIEVED TO BE EXEMPT FROM REGISTRATION UNDER SECTION 3(b) OF THE SECURITIES ACT OF 1933 AND RULE 506 PROMULGATED THEREUNDER.

The Company was incorporated in the state of California in January 6, 2015.

The Company is offering 10,000,000 Shares of Common Stock under the Offering at a price of \$2.50 per Share for an aggregate Offering price of US \$ 25,000,000. The Securities are being offered by the Company through its officers and directors on a "**Best Efforts**" basis, pursuant to a non-public offering exemption from the registration requirements imposed by the Securities Act of 1933, under **Regulation D, Rule 506**, as amended ("1933 Act").

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY OTHER SECURITIES REGULATORY AUTHORITY. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER AUTHORITY HAS PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM, AND IT IS NOT INTENDED THAT ANY OF THEM WILL. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND THE RISKS, MERITS AND TERMS OF THIS OFFERING IN MAKING AN INVESTMENT DECISION.

THE COMPANY, AT ITS ABSOLUTE DISCRETION, MAY REJECT THE SUBSCRIPTION AGREEMENT TENDERED BY ANY PERSON. ANY PROSPECTIVE INVESTOR PRIOR TO INVESTING SHOULD READ THIS OFFERING MEMORANDUM IN ITS ENTIRETY.

NO PERSON IS AUTHORIZED BY THE COMPANY TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION OTHER THAN AS CONTAINED IN THIS OFFERING MEMORANDUM (THE "MEMORANDUM") IN CONNECTION WITH THIS OFFERING. THE DELIVERY OF THIS MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER WITHIN ANY STATE OR TO ANY PERSON TO WHOM SUCH OFFER WOULD BE UNLAWFUL. THIS MEMORANDUM IS FOR THE EXCLUSIVE USE OF THE PERSON TO WHOM IT IS DISTRIBUTED BY THE COMPANY AND MAY NOT BE REPRODUCED OR USED IN ANY OTHER MANNER WITHOUT THE EXPRESS WRITTEN CONSENT OF THE COMPANY. BY ACCEPTING DELIVERY OF THIS MEMORANDUM, EACH PERSON AGREES TO RETURN THE MEMORANDUM IF HE OR SHE DOES NOT PURCHASE THE SECURITIES OFFERED.

THE COMPANY HAS AGREED TO GIVE ALL PROSPECTIVE INVESTORS OR THEIR REPRESENTATIVE(S), OR BOTH, AT A REASONABLE TIME PRIOR TO THE PURCHASE OF ANY OF THE SECURITIES OFFERED HEREBY, THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, THE COMPANY OR PERSON(S) ACTING ON ITS BEHALF CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING, AND TO OBTAIN ANY ADDITIONAL INFORMATION WHICH THE COMPANY POSSESSES OR CAN ACQUIRE WITHOUT UNREASONABLE EFFORT OR EXPENSE THAT IS NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN.

THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE 1933 ACT AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WOULD BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THE SECURITIES OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK AND IMMEDIATE SUBSTANTIAL DILUTION AND SHOULD ONLY BE PURCHASED BY THOSE WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT (SEE "RISK FACTORS" AND "DILUTION").

THESE SECURITIES ARE OFFERED TO QUALIFIED INVESTORS PURSUANT TO THE NON-PUBLIC OFFERING **EXEMPTION FROM REGISTRATION** WITH THE SECURITIES AND EXCHANGE COMMISSION **PROVIDED BY REGULATION D, RULE 506**, AND/OR SECTION 4 (2) OF THE 1933 ACT ("SEE SUITABILITY INFORMATION").

	<u>Price to Investors</u>¹	<u>Proceeds to Company</u>²
Per Share:	\$2.50	\$2.50
Maximum Offering Amount:	\$ 25,000,000	\$ 25,000,000³

¹The purchase price is payable by check at the time an investor executes the Subscription Agreement and Confidential Purchaser Questionnaire.

²All funds received will be made immediately available to the Company for use as working capital (See "Use of Proceeds"). The Offering will continue until the earlier of the receipt of USD \$25,000,000 or December 20, 2018, unless extended in the sole discretion of the Company. Any extension may be accompanied by a supplement to this Offering Memorandum if the Company deems the same material.

³The total proceeds hereunder will go to the Company with respect to all Shares sold. (See "Use of Proceeds").

The Date of this Offering Memorandum
Is June 20, 2018
SUMMARY OF THE OFFERING

The following Summary is qualified in its entirety by reference to the more detailed information appearing herein.

The Company

The Company was incorporated in the state of California on January 6, 2015. She Beverage produces beverages focusing on the female customer.

The Company's main corporate offices are located at 42601 8th Street West Suite 108, Lancaster CA 93534. The Company's telephone number is 855-774-3238.

The Offering

Up to \$25,000,000 of Common Shares, in the principal amount of \$2.50 per Share, such Shares having equivalent voting rights, on a share for share basis, with the current outstanding Common Stock of the Company. The Shares have a par value of \$.001 per Share (See "Description of Securities").

Minimum Subscription

Ten Million Shares for a minimum price of \$25,000,000.00.

Purchase Price

\$2.50 per Share.

Risk Factors

The Shares offered hereby involve a high degree of risk. The prospective investor should review carefully and consider the factors described under "Risk Factors."

Purchaser Requirements

Purchase of the Shares will be limited to subscribers who meet suitability standards within the meaning of Rule 501 promulgated under the Act, who can afford to bear the loss of their entire investment, and who agree to certain restrictions on the transferability of their Shares. See "Suitability Standards".

Offering Period

The Offering will continue to December 20, 2018.

Subscription Documents

Subscription Agreement.

Subscription Procedure

Each investor should submit to the Company completed Subscription Documents, together with a check for the purchase price payable to the order of **She Beverage Company, Inc.**

Use of Proceeds

The net proceeds of the Offering will be used to enable the Company to provide for development of infrastructure, for working capital, and for other purposes described elsewhere in this Memorandum. See "Use of Proceeds."

Unregistered Offering

The Securities are not being registered and may not be sold unless they are registered under applicable Federal and State securities laws or an exemption from such laws is available.

**Number of Common Shares
currently outstanding
on a fully-diluted basis**

4,525,148	<u>Prior to this Offering</u>
14,525,148	Upon completion of this Offering

RISK FACTORS

The Securities being offered hereby involve a high degree of risk. Prospective investors should carefully consider, among others, the following risk factors present in this Offering:

Prospective purchasers of the Securities should carefully consider the following risk factors and the other information contained in this Offering before making an investment in the Securities. Information contained in the Memorandum contains “forward-looking statements” which can be identified by the use of forward-looking terminology such as “believes”, “expects”, “may”, “should” or “anticipates”, or the negative thereof, or other variations thereon or comparable terminology, or by discussion of strategy (See “Results of Operations” and “Business”). No assurance can be given that the future results covered by the forward-looking statements will be achieved. The following matters constitute cautionary statements identifying important factors with respect to such forward-looking statements, including certain risks and uncertainties that could cause actual results to vary materially from the future results covered in such forward-looking statements.

1. Limited Operating History

The Company is a relatively new venture, which has generated approximately \$4-5 million dollars in revenue and has an average profit margin of 40% across the span of its product lines. There is no guarantee that any revenues and/or profits will continue or increase. The Company was incorporated on January 6, 2015. The Company's continued success will depend in part on its ability to deal with the problems, expenses, and delays frequently associated with establishing a relatively new business venture. Inasmuch as the Company will be required to make significant expenditures in connection with developing its infrastructure, acquiring assets and expanding its market, the Company anticipates that losses will occur until such time as revenues are sufficient to offset the Company's operating costs. There can be no assurance that the Company will further generate significant revenues or continue to achieve profitability. Future losses are possible and there is no assurance that the Company's operations will remain profitable.

2. Limited Capital; Need for Additional Capital

The Company presently has limited operating capital. Upon completion of the Offering, even if the entire Offering amount is raised, the amount of capital available to the Company will be limited, and may not be sufficient to enable the Company to fully develop its business without additional fund raising. Any inability to obtain additional financing when needed would have a material adverse effect on the Company, requiring it to curtail its expansion efforts.

3. Dependence Upon Key Personnel

The Company will be substantially dependent upon the individuals who comprise current management and other key personnel of the Company, including the expertise and abilities of Lupe Rose, Katherine Dirden, Sonja Shelby and Brandon Shelby. As compared to many other companies, the Company does not have a depth of managerial and technical personnel. Accordingly, there is a greater likelihood that loss of the services of any of these persons would also have a material adverse impact upon the Company. The Company believes that its future success will also depend in large part on its ability to attract and retain highly skilled management. Competition for such personnel is intense, and there can be no assurance that the Company will be successful in attracting or retaining such personnel. Failure to attract and retain such personnel could have a material adverse effect on the Company's operations and its financial condition.

4. Intense Competition.

The industry is extremely competitive with a substantial portion of the market dominated by a handful of major participants, and there are substantial barriers to entry. It is likely that one or more of these well-funded and resourceful players may enter in the beverage market, either on its own or through acquisitions. Although the Company plans to operate in a new market niche, the Company expects that as its operations increase, and as the market becomes more established, competition will intensify in the future. The Company believes that its ability to compete successfully depends on a number of factors, including strategic alliances and market presence; the quality and efficiency of its infrastructure; and industry and general economic trends.

5. No Dividends

The Company does not currently pay cash dividends on its Common Stock and does not anticipate paying such dividends at any time in the immediate future. At present, the Company will follow a policy of retaining all of its earnings, if any, to finance development and expansion of its business (See "Dividend Policy").

6. Arbitrary Determination of Offering Price

The Offering price of the Securities offered hereby was arbitrarily determined by management of the Company, and bears no relationship to the Company's assets, book value, net worth or other economic or recognized criteria of value. In no event should the public offering price be regarded as an indicator of any future market price of the Company's securities.

7. Restrictions on Transferability

There has been no public market for the Securities offered in this Private Offering Memorandum. The Securities, if sold to investors in the United States may be considered "restricted securities", in which case the Securities may need to be sold in compliance with Rule 144, adopted under the Securities Act of 1933. Rule 144 provides, in essence, that holders of restricted securities in a non reporting company may not sell until after holding restricted securities for one year. There can be no assurance that an active public market for the Common Stock will be present, or that Rule 144 will be available at the time an investor may wish to sell any Securities purchased in this Offering. Investors must be prepared to accept the fact that their investment is of a long-term nature and may not be readily liquidated.

There can be no assurance that the conditions necessary to permit sales under Rule 144 will ever be satisfied. Moreover, there can be no assurance, as stated above, that any market for the Securities will develop, or that, if a market develops, it will be sustained. The Securities are being offered and sold pursuant to applicable exemptions under the Federal securities laws and in compliance with applicable state securities laws. The Securities may not be transferred except in compliance with all applicable Federal and state securities laws.

8. Volatility of Stock Prices

In the event an active public market does develop for the Securities, market prices will be influenced by many factors, and will be subject to significant fluctuation in response to variations in operating results of the Company and other factors such as investor perceptions of the Company, supply and demand, interest rates, general economic conditions and those specific to the industry, developments with regard to the Company's activities, future financial condition and management.

9. Applicability of Low Priced Stock Risk Disclosure Requirements

The Securities of the Company may be considered low-priced securities under rules promulgated under the Exchange Act. Under these rules, Broker-Dealers participating in transactions in low-priced securities, which by definition are Securities of stock priced at less than \$5.00 per share, must first deliver a risk disclosure document which describes the risks associated with such stocks, the Broker-Dealer's duties, the customer's rights and remedies, and certain market and other information, and make a suitability determination approving the customer for low-priced stock transactions based on the customer's financial situation, investment experience and objectives. Broker-Dealers must also disclose these restrictions in writing to the customer and obtain specific written consent of the customer, and provide monthly account statements to the customer. The likely effect of these restrictions will be a decrease in the willingness of Broker-Dealers to make a market in the stock, decreased liquidity of the stock, and increased transaction costs for sales and purchases of the stock as compared to other securities.

10. Limited Liability of Management

The Company has adopted provisions to its Articles of Incorporation and Bylaws which limit the liability of its Officers and Directors, and provide for indemnification by the Company of its Officers and Directors to the full extent permitted by California corporate law, which generally provides that its officers and directors shall have no personal liability to the Company or its stockholders for monetary damages for breaches of their fiduciary duties as directors, except for breaches of their duties of loyalty, acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, acts involving unlawful payment of dividends or unlawful stock purchases or redemptions, or any transaction from which a director derives an improper personal benefit. Such provisions substantially limit the shareholder's ability to hold officers and directors liable for breaches of fiduciary duty, and may require the Company to indemnify its officers and directors (See "Certain Transactions - Conflicts of Interest").

11. Best Efforts Offering/No Firm Commitment

The Company on a "best efforts, no minimum basis," offers the Securities; there is no underwriter and no firm commitment from anyone to purchase all or any of the Securities offered. No assurance can be given that all or any of the Securities will be sold. Furthermore, there is no escrow of funds or other provisions for returning any investors' funds if less than all Securities offered hereby are sold. This creates an increased risk to initial investors, in the event the Company is unable to raise the entire Offering amount, because there is no minimum Offering amount and funds will be utilized as received by the Company.

12. Insufficiency of Funds

The Company believes that the net proceeds to the Company from the sale of the Securities offered hereby (assuming that all Securities offered hereby are sold) will not provide the Company with sufficient capital to expand operation of the Company's business until it can begin generating enough profits from operations to fund future expansion therefrom. Many factors may, however, affect the Company's cash needs, including the Company's possible failure to generate sufficient revenues from operations (See "Use of Proceeds"). In addition, if less than all Securities are sold, the Company may not have sufficient capital to fund operations until sufficient revenues are being generated and may be unable to find suitable financing on terms acceptable to the Company. This event would significantly increase the risk to those persons who invest in this offering (See "Use of Proceeds").

13. Benefits to Present Stockholders/Disproportionate Risks

Collectively, the existing shareholders own 4,525,148 shares of the Company's Common Stock. If all Securities offered hereby are sold, upon completion of the Offering present stockholders will own 31% of the then outstanding Common Stock, and investors in this Offering will own the other 69%, for which they will have paid approximately \$25,000,000 cash. Thus, investors in this Offering will provide a greater percentage of the cash contributed to capital of the Company than the ownership percentage they receive.

14. Broad Discretion in Application of Proceeds

Of the estimated net proceeds of \$25,000,000 from this Offering after expenses, approximately \$25,000,000 has been allocated for working capital, inventory and services (See "Use of Proceeds"). None of the funds allocated to the foregoing purposes is subject to binding agreements requiring such use and no specific acquisition now being negotiated is likely to occur. Accordingly, the Company will have broad discretion in the application of such proceeds.

15. Environmental Matters

Compliance with environmental laws is a significant factor in the beverage industry. Certain raw materials handled, processed and disposed of in the industry may contain substances which are subject to a variety of governmental regulations concerning the discharge of hazardous materials into the environment. The Company has adopted standards and policies for accepting raw materials designed to ensure compliance with applicable environmental regulations. The Company's management does not believe that the costs associated with environmental compliance will have a material adverse impact on the Company.

16. Forward-Looking Statements; No Assurance of Attaining Financial Results

Certain business and financial information given herein contains forward-looking statements and therefore may involve known and unknown risks and uncertainties and other factors that may cause the actual results, performance and achievements of the Company to be materially different from those expressed or implied by such forward-looking statements. Some of the factors that may cause such material differences are set forth as risk factors under this section. Although the Company intends to amend and/or update this information as changes occur, there can be no assurance that the information will be completely current in conjunction with the Company's actual financial performance during 2013 and 2014.

PRIOR TO MAKING A PURCHASE DECISION RESPECTING THE SECURITIES DESCRIBED HEREIN, A PROSPECTIVE INVESTOR SHOULD CAREFULLY REVIEW AND CONSIDER THE INFORMATION REGARDING THE RISKS CONTAINED HEREIN, INCLUDING ALL OF THE EXHIBITS. THE COMPANY AND ITS BOARD OF DIRECTORS ARE AVAILABLE TO DISCUSS WITH PROSPECTIVE INVESTORS ANY MATTER SET FORTH IN THESE RISK FACTORS OR ANY OTHER MATTER RELATING TO THE SECURITIES OFFERED HEREBY SO THAT PROSPECTIVE INVESTORS AND/OR THEIR REPRESENTATIVES MAY HAVE AVAILABLE TO THEM ALL INFORMATION, FINANCIAL AND OTHERWISE, RELATING TO THE COMPANY OR PURCHASE OF MEMBERSHIP INTERESTS THEREIN.

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BUSINESS



A. Company Overview

The Company was incorporated in the state of California in June 2015.

The introduction of SHE Beverage Company comes as no surprise, 3 years ago Partners and Founders Sonja Shelby and Lupe Rose created a beverage that would change the way women drink.. In 2014 the pair introduced SHE Beer, the first national Brew catered to women beer drinkers around the globe.

After the initial launch of SHE Beer, the ideas continued to make a dynamic impact with the introduction of Supplement H2O, the latest product to take its audience by storm. Supplement H2O is a beverage with Health Benefits that caters specifically to women. The benefits range from Heart Health, Fertility, Aging, Anxiety, Cancer, Spinal Bifida, PMS, Menopause, Hydration, and the list goes on. The product launches with 15 unique flavors which all possess a profitable health benefit. Manufactured in the US, the FDA approved beverage caters to a wide variety of a growing trend. With other beverage waters creating a petition for shelf life, the forecasted delivery of Supplement H2O seems to have created a sizeable demand as well. Supplement H2O helps women get more of what their bodies need. More spring water – to quench your thirst and keep you hydrated vitamins – to help you stay strong and healthy flavor – because no matter how good something is for you, you won't drink it unless it tastes great Vitamins help you stay strong and healthy. Without them, your body can't work properly. You mainly get vitamins through your diet. But if you live life on the go for your diet isn't perfect, it can be hard to get everything you need. Sometimes you need to get more. Supplement H2O is filled with your daily dose of the supplements & Vitamins that your craves. Vitamin C helps you maintain a healthy immune system, making it easier to ward off coughs, colds and other bugs. It's also an antioxidant that helps you absorb iron, an essential mineral that carries oxygen to the parts of your body that need it. Supplement H2O gives you your daily dose of vitamins in one go. Folic Acid, Calcium, Biotin and magnesium fire up your metabolism, making you feel less tired and more

energetic, vitamins B6 and B12 support your immune system and zinc helps you maintain healthy skin, hair and nails. Vitamin D helps you to keep the right level of calcium in your blood. This helps you keep your teeth, bones and muscles strong. B Vitamins for more energy B Vitamins help you turn your food and drink into energy. B6 and B12 tackle tiredness, while thiamine gets your metabolism going. While other great products are on the shelf, there is nothing like Supplement H2O that specifically caters to a Woman's daily needs. With the growing demand for SHE Beverages Supplement H2O, we anticipate a company growth of over 20% for our next year with a steady climb of an additional 20% per year.

SHE Beverage Company launched with the introduction of SHE Beer. SHE Beer is uniquely made for her, soft to the pallet, flavorful and erotic. SHE Beverage Company Unveils 3 flavors, CURVAS, a sexy Honey Lemon flavored Pale Ale, BRUNETTE, the Dark Chocolate Ale, and Dirty Blonde, the American Blonde Ale. SHE Beer celebrates the successful introduction of their refreshing Ale's, from the first Pour SHE leaves you wanting more of the flavorful blends. Beer has an amazing history that's wrapped in culture and embraced by people who are passionate about brewing, selling, serving, and supporting it. All of this deserves some thought and respect. But none have come by way of a women beverage company dominating brew from a women's perspective. SHE Beverage Company prides itself on catering to a Women Demographic with her in mind, it's important that we get it right the first time. SHE Beer has so many elements that make her special, cautious of her blends, image and marketing, SHE Beer furnishes its buyer with a selection that is prudent in taste, calories, image, and uniquely catered to HER. SHE Beverage Company constantly raises the bar. Other blends consist of, SLENDER, our calorie cautious blend that caters to the female that requires a lighter beer. RED HEAD is for those who would like a bold beer but still exclusive to her, and our final brew is left for the public to choose. Because we believe in our community involvement SHE Beverage Company has set a flavor for the female demographic to choose. Once the Princess has been chosen the Queen will unveil her. This celebrity driven brand has its public already requesting orders. SHE Beer was unveiled at 2015 Oscars Celebrity Gifting Suite, and has currently been invited to some of the most elite events in Hollywood

Then a dream, its sexy blend was born with the belief that everything can be made better with a girl's perspective. It's how we create our vodka and the way we see the world. Wet Dream is SHE Beverage Company's first Vodka. We named her Wet Dream because we know every now and then SHE enjoys a WET DREAM or two.

SHE
beverage company



The perfect blend of Wet Dream to any conjunctional beverage will make her wanting more. Wet Dream Vodka by SHE Beverage Company is just the beginning of seductive flavors catering to her. The creamy Vodka starts with the finest American grains, goes through a state-of-the-art distillation process designed to eliminate anything extra standing between you and a fresh, clean cocktail. SHE Beverage Company's Sexy Hot & Erotic flavors continue to wow the Celebrity Community. Distinctively introduced to a selected few, SHE Beverage Company continues to gain the applause from its public. Coming 2018 SHE Beverage Company is one company to keep your eye on. The anticipated company growth and request for Distribution by Major Distributors has SHE Beverage Company in a prime position. SHE is everything but mediocre, Invite SHE Beverage Company when you are looking to stand out among the crowd. SHE has arrived and isn't it time you tasted her?



<http://shebeverages.com>

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USE OF PROCEEDS

The net proceeds to be received by the Company from the sale of the shares offered by the Company hereby are estimated to be approximately \$25,000,000, after deducting Offering expenses payable by the Company. The Company believes the net proceeds of this Offering will be sufficient to fund its plan of operation for only several months.

<u>Amount</u>	<u>Item</u>	<u>Percentage</u>
\$12,500,000	Working Capital/Operating Expenses	50%
\$7,500,000	Inventory	30%
\$5,000,000	Sales, Marketing, Salaries	20%
\$25,000,000	Total	100.0%

The amounts set forth above are only an estimate. The Company is unable to predict precisely what amount will be used for any particular purpose. To the extent the proceeds received are inadequate in any areas of expenditures, supplemental amounts may be drawn from working capital, if any. Conversely, any amounts not required for proposed expenditures will be retained and used for working capital. Should the proceeds actually received, if any, be insufficient to accomplish the purposes set forth above, the Company may be required to seek other sources to finance the Company's operations, including individuals and commercial lenders.

MANAGEMENT

The following is a brief description of the business background of the executive officers and directors of She Beverage Company, Inc.

Lupe Rose: President, CEO and Chairman of the Board of Directors

CEO Lupe Rose has a long track record of working with major and Independent artists such as Nick Cannon, Whitney Houston, Angie Stone, Jon B, Cece Peniston, Duane DaRock, Michael Beckwith, Jenni Rivera, Ashanti, Destiny's Child and many more. The music label has also worked with major labels such as Sony, EMI, Interscope Records, Warner Chapel, Geffen Records, Universal Music Group, Arista Records, Bungalo Records and several others. Indee Corp owns numerous businesses both inside and outside of the entertainment industry, including SHE Beverage Company, Record Label, West Swagg Music Group, distributed exclusively by Bungalo/ Universal Music Group Distribution. Social Media TV Network Possessing 6 Launched TV Channels that can be viewed on Facebook, the web or any Smart TV/ Phone/ Tablet, An Awards Event, a film and music production company, a Clothing Line, New Technology in Film and Media and much more.

Rose has built several successful businesses, and now is devoting her time and resources to partnering with many commercial music giants to build a world-class Independent Corporation and has recently been named The Independent Conglomerate of 2013 possessing many businesses in Media.

Roses aggression in the Political arena sets her apart as a passionate, aggressive, experienced, geographical campaign expert in the new generation of street campaigning and social media political expertise, if you want to win your next campaign set aside time to meet this aggressive fund raising community activist.

Education: Business Administration with an Emphasis in Marketing, University of San Diego / National College of San Diego, Other Professional Certificates in the field of Medicine, Journalism, Broadcasting, Education and Company Branding.

Katherine Dirden: COO and Director

Katherine Dirden was born in Miami Florida, and moved to Southern California as a youth. Dirden's parents were entrepreneurs most of her life where she felt fortunate to have them as an example to follow. Dirden had her first business at the age of 7 in Cuniculture and would sell to local pet stores.

After High School, Dirden focused her career in nursing, where she spent 22 years with Kaiser Permanente. During her career her specialty and focus was OBGYN and Nephrology where she grew a growing passion for Obstetrics. At the tender age of 18, Dirden began her Investment Portfolio, where she began to educate herself in with the Stock Market and with Investment Properties. Fascinated with the current growing trends of Real Estate Flips, in 2005 Dirden went back to school to obtain her Real Estate License and landed employment with Keller Williams as a Real Estate Agent where she still assists friends and family with their Real Estate needs.

In 2011 the Dirden's launched a General Construction Company called "Just Go Green, specializing in the rehabilitation of investment properties, commercial work, and new buildouts for investment groups and city projects.

Because of Dirden's love and personal attachment to Obstetrics, she opened a 3D/4D Ultrasound studio in Lancaster CA, with a business partner where the focus is to provide elective 3D/ 4D ultrasounds, child birth classes, and other pediatric and maternity educational services to the community.

As Dirden continued to grow her financial portfolio, she and her husband began looking for additional business opportunities. Introduced to SHE Beverage Company, Dirden met with Lupe Rose CEO and Sonja Shelby Co- Owners of SHE Beverage Company, fell in love with the concepts of the Company and became SHE Beverage Company's first Investor. As she continued to invest in SHE, Dirden established a working relationship with the pair, and later was offered a Ownership Position. There, Dirden assisted with the growth of the company assisted with formulations of product, accepted a current position of Chief Operations Officer and Investor Relations Director, and concentrates her daily activities with SHE Beverage Company on growing the brand and taking the company public with her Business Partners Rose & Shelby.

Dirden is married for 26 years and has 3 children, a Daughter whom assists with her company "Sweet Cheeks 3D/ 4D Ultra Sound Studio, she has a Son currently in College pursuing an NFL Career, and another Son who works as a California Highway Patrol Officer.

Sonja Shelby: CFO and Director

Sonja F. Shelby was born in Birmingham Alabama, her parents relocated to California when Sonja was at the tender age of 1 year old. Shelby attended local schools in the Los Angeles area attended Santa Monica, and San Antonio College's. Shelby's Career focus was in the medical industry where she spent many years working in senior management at both UCLA & Cedar Sinai medical facilities.

Shelby later ventured into a business partnership with SHE Beverage Company's CEO Lupe Rose where they launched a Music Label in the Entertainment industry, signing artist such as 10-time Diamond Recording artist Cece Peniston, Billboard charters LC Collins who has charted music with Donelle Jones, Vanessa Marie, Kontroversy Committee, and many Grammy Nominees.

After many years in the Entertainment Industry, releasing music, and touring, Shelby & Rose developed SHE Beverage Company. In 2009 they came up with the concept to create a beer catered to Women by Women and ended up shelving the company until 2014 when they fully launched.

In 2014 Shelby & Rose decided to change the concept from offering and manufacturing a beer to becoming the first female owned beverage conglomerate. Creating other product such as Supplement H2O for men women & children, High Gravity Octane energy drinks, other Flavored Craft Beers, Spirits & Wines, Sip by SHE Alkaline & Electrolyte Waters.

The company has grown tremendously distributing to retailers such as Walmart, Bevmo, Total Wine & More, the Dodgers Stadium, Arco Gas Stations, AM PM Mini Markets Chevron Gas Stations, 7-11 Stores and many others.

Shelby is currently the Vice President of SHE Beverage Company, she runs the day to day, Human Resources, and is the Vice Chair for the Company. Shelby has one son who works for SHE Beverage Company as the General Manager.

Brandon Shelby: Corporate Secretary and General Manager

B-Shel was born Brandon Shelby, in West Covina, California. Being introduced to the entertainment industry at an early age, it was quickly discovered B-Shel was destined to be an entertainer. At the young age of seven he began developing his gift of rhythmically speaking by emulating his rap hero's Tupac Shakur, Jay-Z, and LL Cool J (just to name a few). Like many great entertainers, mastering only one art is not enough. At the tender age of thirteen, B-Shel began writing lyrics. B-Shel developed a determination to succeed, exercising his admirable work ethic. Hard work, dedication and the willingness to continually learn and progress has helped to develop him into the artist he is today.

After completing three years of college B-Shel realized that his mission in life would remain incomplete if he did not return to his first love, music. His passion for Hip Hop and R & B landed him a job with High

Desert Broadcasting, where he was a DJ for K-Mix 106.3 and News Talk 1440. Gifted with breathless flow and amazing delivery, it was not long before B-Shel accepted the fact that one mic and a stage was all he was missing to begin fulfilling his destiny.

His professional disposition and charismatic demeanor has permitted him to be the opening acts for many artists, including Ashanti, Destiny's Child, and Jon B. His confidence and proven skills encouraged greats such as Flo-Rida, Kanye West, Ray J, Pleasure P and a host of others to allow him to be part of their compilation projects. His overabundance of faith allowed him to grace the stage with Jaheim and Case. Being versatile and humble, created opportunities for him to perform at gospel events with artist such as Tonex, Ziel, Angie Stone, Nick Cannon and Marvin Sapp. Performing at Fairs, Concerts, in night clubs, or talent showcases, B-Shel delivers every time with a passion that certainly will make him the fans favorite.

After years of building a sturdy foundation and creating a buzz in the industry, B-Shel is ready to make his rap breakthrough. He has been recently signed to West Swagg Music Group founded by Lupe Rose, a subsidiary of Universal Music Group. His new single Get'n This Money will be released July 26th, 2011, with an album slated for Spring 2012.

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CERTAIN TRANSACTIONS

Conflicts of Interest

Other than as described herein the Company is not expected to have significant dealings with affiliates. If there are such dealings the parties will attempt to deal on terms competitive in the market and on the same terms that either party would deal with a third person.

However, conflicts of interest are inherent in such dealings, and there is no assurance that such transactions will be favorable to the Company, due to the lack of arms length bargaining. Presently, none of the officers and directors has had any transactions which they contemplate entering into with the Company, aside from the matters described herein.

Management will attempt to resolve any conflicts of interest that may arise in favor of the Company. Failure to do so could result in fiduciary liability to management. The General Corporation Law of California permits provisions in the articles, by-laws or resolutions approved by shareholders, which limit liability of directors for breach of fiduciary duty to certain specified circumstances.

The Company's By-laws indemnify its Officers and Directors to the full extent permitted by California law. California law permits indemnification if a director or officer acts in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation. A director or officer must be indemnified as to any matter in which he successfully defends himself. Indemnification is prohibited as to any matter in which the director or officer is adjudged liable to the corporation.

DESCRIPTION OF SECURITIES

1. Common Stock

The Company is authorized to issue One Hundred Million (100,000,000) shares of Common Stock (the "Common Stock") of Par Value of (\$0.001). As of the date of this Private Offering Memorandum the Company had 4,525,148 shares of Common Stock issued and outstanding. Holders of Common Stock are each entitled to cast one vote for each Share held of record on all matters presented to shareholders. Cumulative voting is not allowed; hence, the holders of a majority of the outstanding Common Stock can elect all directors.

Holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available therefor and, in the event of liquidation, to share pro rata in any distribution of the Company's assets after payment of liabilities. The Board of Directors is not obligated to declare a dividend and it is not anticipated that dividends will be paid until the Company is profitable.

Holders of Common Stock do not have pre-emptive rights to subscribe to additional shares if issued by the Company. There are no conversions, redemption, sinking fund or similar provisions regarding the Common Stock. All of the outstanding Shares of Common Stock are fully paid and non-assessable and all of the Shares of Common Stock offered thereby will be, upon issuance, fully paid and non-assessable.

Holders of Shares of Common Stock will have full rights to vote on all matters brought before shareholders for their approval, subject to preferential rights of holders of any series of Preferred Stock. Holders of the Common Stock will be entitled to receive dividends, if and as declared by the Board of Directors, out of funds legally available, and share pro rata in any distributions to holders of Common Stock upon liquidation.

The holders of Common Stock will have no conversion, pre-emptive or other subscription rights. The Shares of Common Stock outstanding at the Closing will be validly issued, fully paid and non-assessable. The Company has issued no options or warrants to any individual or entity.

2. Voting Rights

Holders of the Company's Common Stock are entitled to one vote per Share for each Common Share held of record by Company shareholders.

3. Dividend Policy

The Company does not currently intend to declare or pay any dividends on its Common Stock, except to the extent that such payment is consistent with the Company's overall financial condition and plans for growth. For the foreseeable future, the Company intends to retain excess future earnings, if any, to support development and growth of its business. Any future determination to declare and pay dividends will be at the discretion of the Company's Board of Directors and will be dependent on the Company's financial condition, results of operations, cash requirements, plans for expansion, legal limitations, contractual restrictions and other factors deemed relevant by the Board of Directors.

4. Shares Eligible For Future Sale

The Securities offered hereby are "restricted securities" as that term is defined in SEC Rule 144 of the 1933 Securities Act ("Rule 144"), and may not be resold without registration under the Securities Act. Provided certain requirements are met, the Shares of Common Stock purchased hereunder may be resold pursuant to Rule 144 or may be resold pursuant to another exemption from the registration requirement.

Generally, Rule 144 provides that a holder of restricted shares of an issuer which is not reporting company with the SEC under the Securities Exchange Act of 1934 may not sell until a one year holding period expires. Lastly, there is minimal existing public or other market for the Shares, and there is no assurance that any such active market will develop in the foreseeable future.

Due to the above, all Shares offered herein will contain the following or similar restrictive legend to be placed on the certificates representing these securities:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER THE SECURITIES LAWS OF ANY STATE. THEY HAVE BEEN ACQUIRED BY THE HOLDER FOR INVESTMENT AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT COVERING THESE SECURITIES UNDER THE 1933 ACT OR LAWS, OR AN OPINION OF LEGAL COUNSEL SATISFACTORY TO THE COMPANY AND ITS COUNSEL THAT REGISTRATION IS NOT REQUIRED THEREUNDER."

It is anticipated that all of the Shares sold pursuant to this Offering, unless acquired by affiliates, may not be subject to restrictions on transferability, depending on registration with individual states, and will, upon issuance, be eligible for sale into any public market which may develop for the Common Stock of the Company upon compliance with registration requirements as promulgated under the Securities Act of 1933 and according to appropriate state securities laws.

5. Preferred Stock

The Company has 25,000,000 authorized shares of Preferred Stock, 20,000,000 are designated "Series A Preferred Stock" which have been issued to the Founders of the Company, Lupe Rose, Sonja Shelby and Katherine Dirden. These shares shall have the following preferences, limitations and relative rights:

(i) Dividends: The holders of shares of the Series A Preferred Stock shall be entitled to participate in dividends and no such dividend shall be paid, or cumulate, with respect to the Series A Preferred Stock until such time as determined solely in the reasonable discretion of the Board of Directors.

(ii) No Liquidation Preference: In the event of any liquidation, dissolution, or winding up of this corporation, either voluntarily or involuntarily, the holders of Series A Preferred Stock shall be entitled to receive distribution by reason of their ownership thereof.

(iii) Voting Rights. Each shareholder of Series A Preferred Stock of record shall have ten (10) votes for each share of Series A Preferred Stock standing in his name in the books of the corporation. Cumulative voting shall not be permitted in the election of directors or otherwise.

Of the 25,000,000 authorized shares of Preferred Stock, 5,000,000 are designated "Series B Preferred Stock." These shares shall have the preferences, limitations, conversion, voting and any relative rights as determined by the Board of Directors at the time of issuance of each share of Series B Preferred Stock.

PLAN OF DISTRIBUTION

1. General

The Company is offering the Shares on best efforts, no minimum basis. The Company without the utilization of any underwriter, investment banker, or broker-dealer will manage the Offering. The Company has filed its registration statement under the Investment Company Act of 1940 and intends to become publicly trading.,

The Company may enter into agreements with securities broker-dealers who are members of the National Association of Securities Dealers, Inc. ("NASD"), whereby these broker-dealers will be involved in the sale of the Shares and will be paid a commission by the Company of up to ten percent (10%) of the offering price of the Shares sold by them, plus an additional unaccountable expense of three percent (3%) of the offering price of the Shares sold by them, as agreed to between the Company and the broker. However, the Company has not currently entered into any agreements with any broker-dealers, and there can be no assurance that the Company will do so.

The Shares will be offered and sold by officers, directors, and employees of the Company, who will receive no sales commissions or other compensation in connection with the Offering, except for reimbursement of expenses actually incurred on behalf of the Company in connection with such activities. However, these persons will receive compensation as per their normal relationship with the Company. The Shares will be sold only to persons who meet the suitability standards set forth herein, at a price of \$1.50 per Share (See "Suitability Standards"). In the event of over-subscription, the Company may, in its sole discretion, elect to retain all funds received and increase the total offering amount to include the over-subscribed amount, as allowed under appropriate federal and state securities laws.

2. Method of Subscribing

Investors may subscribe for the Shares by filling in and signing the **Subscription Agreement** and the **Confidential Purchaser Questionnaire** included herewith and delivering them, along with a check or certified funds, to SHE BEVERAGE COMPANY, INC. at 42601 8th Street West Suite 108, Lancaster CA 93534, prior to the Expiration Date as defined below. Certificates of Common Stock subscribed will be issued to each investor as soon as practical after the subscription is accepted by the Company, which will occur after review of the subscription materials and all other factors relevant to the transaction.

3. Expiration Date

The Offering will expire (the "Expiration Date") on December 20, 2018 or when the entire Offering is fully subscribed, unless the Company, at its option, extends the offering period and updates the disclosures contained herein.

4. Right to Reject

The Company reserves the right to withdraw this offer at any time, or to reject any subscription in its sole discretion for any reason whatsoever prior to acceptance. Upon acceptance, the Company in its regular corporate checking account will promptly deposit funds for such subscription.

5. Immediate Use of Funds

There is no escrow of proceeds, and the Company in its operations will immediately use all proceeds as they are received. See "Use of Proceeds".

LITIGATION

The Company has no material litigation pending at the time of this Offering Memorandum.

The Company's corporate offices are located at 42601 8th Street West Suite 108, Lancaster CA 93534. The Company's telephone number is 855-774-3238.

This Memorandum and its attachments contain a fair summary of the relevant provisions of the documents referred to or relevant to the matters discussed herein. These documents are available for inspection during regular business hours at the offices of the Company, and upon request, copies of documents not annexed to this Memorandum will be provided to prospective Qualified Purchasers. Each prospective Qualified Purchaser, and his or her Purchaser Representative or Professional Advisor, if any, is invited to ask questions of, and receive answers from, the officers or directors of the Company and to obtain such information concerning the terms and conditions of the Offering, and particular information regarding the future development of the Company, to the extent management possesses the same or can acquire it without unreasonable effort or expense. An appointment for such purposes will be arranged upon request.

No person has been authorized to make any representation, warranty, covenant, or agreement not expressly contained in this Memorandum or confirmed in writing by a representative of the Company. Qualified Purchasers are encouraged to perform their own investigation and analysis of the Company and this Offering and to seek the advice of their own financial advisors.

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INFORMATION FOR RESIDENTS OF CERTAIN STATES

For California Investors Only:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATIONS CODE BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE CALIFORNIA CORPORATIONS CODE, IF SUCH REGISTRATION IS REQUIRED.

ALL OFFERS OR SALES MADE IN CALIFORNIA SHALL BE SUBJECT TO THE FOLLOWING RESTRICTIONS: IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THIS SECURITY, OR ANY INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFOR WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES. UPON ANY TRANSFER IN WHOLE OR IN PART OF ANY OF THE SHARES OR INTERESTS THEREIN TO CALIFORNIA RESIDENTS OR TO, IN, OR FROM CALIFORNIA, ANY DOCUMENTS OR ASSIGNMENTS OF TRANSFER MUST BEAR THE SAME LEGEND.

For Colorado Investors Only:

THE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR THE COLORADO SECURITIES ACT OF 1991 BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THESE SECURITIES CANNOT BE RESOLD, TRANSFERRED OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE ACT OF 1933, AS AMENDED, OR THE COLORADO SECURITIES ACT 1991, IF SUCH REGISTRATION IS REQUIRED.

For Delaware Investors Only:

PURSUANT TO §517.061(12) OF THE DELAWARE SECURITIES ACT, WHEN SALES ARE MADE TO FIVE OR MORE PERSONS IN DELAWARE, ANY SALE IN DELAWARE MADE TO A PURCHASER, OTHER THAN THOSE EXCLUDED FROM THE DEFINITION OF "PURCHASER" BY §517.061(12)(b) PURSUANT TO §517.061(12)(a) OF THE DELAWARE SECURITIES ACT, SHALL BE VOIDED BY THE PURCHASER IF SUCH SALE IS WITHIN THREE DAYS AFTER (a) THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR ANY ESCROW AGENT OR (b) THE AVAILABILITY OF SUCH PURCHASER'S PRIVILEGE TO AVOID SUCH SALE IS COMMUNICATED TO HIM (WHICHEVER IS LATER).

For Florida Investors Only:

THE SHARES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF THE FLORIDA SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL FLORIDA RESIDENTS SHALL HAVE THE PRIVILEGE OF VOIDING THE

PURCHASE WITHIN THREE (3) DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN THREE (3) DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.

For Florida Investors Only:

THESE SECURITIES HAVE BEEN ISSUED OR SOLD IN RELIANCE ON PARAGRAPH (13) OF CODE SECTION 10-5-9 OF THE FLORIDA SECURITIES ACT OF 1973 AND MAY NOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SUCH ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER SUCH ACT.

For Illinois Investors Only:

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECRETARY OF STATE OF ILLINOIS OR THE STATE OF ILLINOIS, NOR HAS THE SECRETARY OF STATE OF ILLINOIS OR THE STATE OF ILLINOIS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFERING DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS CRIMINAL OFFENSE.

New Jersey Investors Only

THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY HAS NOT PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING. THE FILING OF THE WITHIN OFFERING WITH THE BUREAU OF SECURITIES DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR THE SALE THEROF BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

For New York Investors Only:

THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING. THIS OFFERING DOCUMENT HAS BEEN FILED AS AN EXHIBIT TO THE COMPANY'S M-11 NEW YORK STATE FILING; HOWEVER, IT HAS NOT BEEN REVIEWED OR OTHERWISE APPROVED BY THE BUREAU OF INVESTOR PROTECTION AND SECURITIES, OF THE DEPARTMENT OF LAW, OF THE STATE OF NEW YORK. ANY CONTRARY REPRESENTATION IS UNLAWFUL. THIS OFFERING DISCLOSURE DOCUMENT DOES NOT CONTAIN ANY UNTRUE STATEMENTS OF MATERIAL FACTS, NOR DOES IT OMIT ANY MATERIAL FACTS NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING. THIS DOCUMENT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS AND INFORMATION PURPORTED TO BE SUMMARIZED HEREIN, BUT SHOULD NOT BE DEEMED TO CREATE ANY IMPLICATION THAT THERE HAS NOT BEEN ANY CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF.

THE OFFERING OF THE SHARES HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL OF THE STATE NEW YORK BECAUSE OF THE OFFEROR'S REPRESENTATIONS THAT THIS IS INTENDED TO BE AN OFFERING PURSUANT TO RULE 504 OF REGULATION D UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THAT IF ALL OF THE CONDITIONS AND LIMITATIONS OF REGULATION D ARE NOT COMPLIED WITH, THE OFFERING WILL BE RESUBMITTED TO THE ATTORNEY GENERAL FOR AMENDED EXEMPTION. EACH NEW YORK INVESTOR WILL BE REQUIRED TO AGREE THAT HE OR SHE WILL NOT SELL OR

OTHERWISE TRANSFER THESE SHARES (OR THE INDIVIDUAL COMPONENTS) UNLESS THEY ARE REGISTERED UNDER THE SECURITIES ACT OR AN EXEMPTION THEREFROM IS AVAILABLE. FURTHER, THAT THE FUNDS INVESTED HEREIN ARE ILLIQUID AND THEREFORE ARE NOT REQUIRED FOR CURRENT NEEDS AND POSSIBLE PERSONAL CONTINGENCIES OF THE INVESTOR. NEW YORK INVESTORS, AND THEIR REPRESENTATIVES WILL HAVE ACCESS TO ALL OF THE DOCUMENTS, BOOKS, AND RECORDS OF THE COMPANY DURING BUSINESS HOURS UPON REASONABLE NOTICE TO THE COMPANY AT ITS PRINCIPAL PLACE OF BUSINESS.

ALL NEW YORK INVESTORS WILL BE REQUIRED TO REPRESENT THAT THEY UNDERSTAND THAT THIS OFFERING MAY BE MADE ONLY TO THOSE NON-ACCREDITED RESIDENTS OF NEW YORK WHO (1) HAVE A NET WORTH (ALONE OR JOINTLY WITH SPOUSE EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES) EQUAL TO THREE TIMES THE AMOUNT OF THE INVESTMENT AND AN ADJUSTED GROSS INCOME (WITH SAME CRITERIA) OF FIVE TIMES THE AMOUNT OF THE INVESTMENT.

For Pennsylvania Investors Only:

EACH PERSON WHO ACCEPTS AN OFFER TO PURCHASE SECURITIES EXEMPTED FROM REGISTRATION BY SECTION 203 (d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THIS ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER OR ANY OTHER PERSON WITHIN TWO (2) BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES HEREIN OFFERED.

IF YOU HAVE ACCEPTED AN OFFER TO PURCHASE THESE SECURITIES MADE PURSUANT TO A PROSPECTUS WHICH CONTAINS A NOTICE EXPLAINING YOUR RIGHT TO WITHDRAW YOUR ACCEPTANCE PURSUANT TO SECTION 207 (m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972 [70 P.S. §1-207(m)], YOU MAY ELECT, WITHIN TWO (2) BUSINESS DAYS AFTER THE FIRST TIME YOU HAVE RECEIVED THIS NOTICE AND A PROSPECTUS TO WITHDRAW FROM YOUR PURCHASE AGREEMENT AND RECEIVE A FULL REFUND OF ALL MONIES PAID BY YOU. YOUR WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH THIS WITHDRAWAL, YOU NEED ONLY SEND A LETTER OR TELEGRAM TO THE ISSUER INDICATING YOUR INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM SHOULD BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED SECOND BUSINESS DAY. IF YOU ARE SENDING A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO ENSURE THAT IT IS RECEIVED AND ALSO AS EVIDENCE OF THE TIME WHEN IT WAS MAILED. SHOULD YOU MAKE THIS REQUEST ORALLY, YOU SHOULD ASK WRITTEN CONFIRMATION THAT YOUR REQUEST HAS BEEN RECEIVED.

For Massachusetts Investors Only:

MASSACHUSETTS RESIDENTS MUST HAVE HAD EITHER (i) A MINIMUM NET WORTH OF AT LEAST FIFTY THOUSAND (\$50,000) DOLLARS [EXCLUDING HOME, HOME FURNISHINS AND AUTOMOBILES] AND HAD DURING THE LAST YEAR, OR IT IS ESTIMATED THAT THE SUBSCRIBER WILL HAVE DURING THE CURRENT TAX YEAR, TAXABLE INCOME OF FIFTY THOUSAND (\$50,000) DOLLARS OR (ii) A NET WORTH OF AT LEAST ONE HUNDRED FIFTY THOUSAND (\$150,000) DOLLARS [AS COMPUTED ABOVE].

For Michigan Investors Only:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MICHIGAN SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

For Minnesota Investors Only:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER CHAPTER 80 OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED FOR VALUE EXCEPT PURSUANT TO REGISTRATION OR OPERATION OF LAW.

For Oregon Investors Only:

THE SECURITIES OFFERED HAVE NOT BEEN REGISTERED WITH THE DIRECTOR OF THE STATE OF OREGON UNDER THE PROVISIONS OF OAR 441-65-240. THE INVESTOR IS ADVISED THAT THE DIRECTOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THE DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE DIRECTOR.

THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION ON THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

For Texas Investors Only:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER APPLICABLE SECURITIES LAWS OF TEXAS AND ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 5.1 OF THE TEXAS SECURITIES ACT. THE SECURITIES COMMISSIONER NEITHER RECOMMENDS NOR ENDORSES THE INFORMATION PROVIDED HEREIN. THESE SECURITIES CANNOT BE RESOLD OR TRANSFERRED FOR VALUE UNLESS THEY ARE SUBSEQUENTLY REGISTERED OR UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

For Washington Investors Only:

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE WASHINGTON SECURITIES ACT AND THE ADMINISTRATOR OF SECURITIES OF THE STATE OF WASHINGTON HAS NOT REVIEWED THE OFFERING OR OFFERING MEMORANDUM. THESE SECURITIES MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THE ACT OR EXEMPTION THEREFROM.

IT IS THE RESPONSIBILITY OF ANY INVESTOR PURCHASING SHARES TO SATISFY ITSELF AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE REQUIREMENTS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OF ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM, ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THE SECURITIES ARE OFFERED BY THE COMPANY SUBJECT TO

PRIOR SALE, ACCEPTANCE OR AN OFFER TO PURCHASE, WITHDRAWAL, CANCELLATION OR MODIFICATION OF THE OFFER, WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT TO REJECT ANY ORDER, IN WHOLE OR IN PART, FOR THE PURCHASE OF ANY OF THE SECURITIES OFFERED HEREBY.

All States:

THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THE STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALES MAY BE MADE IN ANY PARTICULAR STATE. THIS MEMORANDUM MAY BE SUPPLEMENTED BY ADDITIONAL STATE LEGENDS, IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE ADVISED TO CONTACT THE PRESIDENT FOR A CURRENT LIST OF STATES IN WHICH OFFERS OR SALES MAY BE LAWFULLY MADE.

INVESTOR SUITABILITY STANDARDS

A purchase of the Common Shares offered hereunder involves a high degree of risk and is suitable only for persons having substantial resources and who understand the long-term nature and risk factors associated with this investment. There is no current market in the Shares, and except as otherwise expressly contemplated by this Memorandum with respect to the Shares, and there is no guarantee that one will ever develop. The Securities have not been registered under the Act or the securities laws of any state, and are being offered and sold in reliance on exemptions from the registration requirements of such laws (See “Risk Factors” and “Limitation on Transferability”).

The Shares will not be offered by the Company to any prospective investor who does not first represent and warrant that either:

- (i) such prospective investor has such knowledge and experience in financial and business matters, that such prospective investor is capable of evaluating the merits and risks of an investment in the Company; or
- (ii) such prospective investor, together with such prospective investor’s Purchaser Representative, if any, have such knowledge and experience in financial and business matters that they are capable of evaluating the merits and risks of such an investment.

The Company has established minimum suitability standards for prospective investors hereunder, whereby such investors either:

- (i) have gross income of at least \$200,000 and a net worth in excess of \$1,000,000, exclusive of home, home furnishings and automobiles, or are purchasing in a fiduciary capacity for a person or entity having such an income and net worth; or
- (ii) have a net worth in excess of \$1,000,000, exclusive of home, home furnishings and automobiles, or are purchasing in a fiduciary capacity for a person having such net worth; or
- (iii) in the case of an IRA or qualified retirement plan fiduciary, (a) are purchasing in a fiduciary capacity for a person or entity which meets the suitability standards set forth in clause (i) or (ii); and (b) CAN BEAR THE ECONOMIC RISK OF AN INVESTMENT FOR AN INDEFINITE PERIOD OF TIME, CAN AT THE PRESENT TIME AFFORD A SUBSTANTIAL LOSS OF SUCH INVESTMENT, AND HAVE SUFFICIENT KNOWLEDGE AND EXPERIENCE IN FINANCIAL MATTERS THAT THEY ARE CAPABLE OF EVALUATING THE FINANCIAL ASPECTS OF THE INVESTMENT.

THESE STANDARDS REPRESENT MINIMUM REQUIREMENTS FOR PROSPECTIVE INVESTORS AND DO NOT NECESSARILY MEAN THAT THESE SECURITIES ARE A SUITABLE INVESTMENT FOR ANY INVESTOR MEETING THESE REQUIREMENTS. MOREOVER, THE COMPANY RESERVES THE RIGHT TO MODIFY THE SUITABILITY STANDARDS ON A CASE-BY-CASE BASIS IN VIEW OF AN INVESTOR’S FINANCIAL CIRCUMSTANCES OR INVESTMENT EXPERIENCE.

GENERAL SUITABILITY STANDARDS

Each investor will be required to represent in writing that:


- (a) The investor is acquiring the Shares for investment, for his/her own account and not with a view to resale or distribution;
- (b) The investor's overall commitment to investments which are not readily marketable is not disproportionate to the investor's net worth, and the investment in the Shares will not cause such overall commitment to become excessive;
- (c) The investor has sufficient knowledge and experience in financial matters that he is capable of evaluating the merits and risks of the investment, can bear the economic risk of an investment for an indefinite period of time and can at the present time afford a substantial loss of his investment;
- (d) The investor has evaluated the merits and risks of investing in the Shares; and
- (e) The investor agrees that the certificates representing the Shares will contain and be endorsed with the following, or a substantially equivalent, legend:

THESE SECURITIES HAVE BEEN ACQUIRED PURSUANT TO AN INVESTMENT REPRESENTATION BY THE HOLDER AND SHALL NOT BE SOLD, PLEDGED, HYPOTHECATED OR DONATED OR OTHERWISE TRANSFERRED EXCEPT UPON THE ISSUANCE TO SHE BEVERAGE COMPANY, INC. OF A FAVORABLE OPINION OF COUNSEL, AND THE SUBMISSION TO THE COMPANY OF OTHER EVIDENCE, SATISFACTORY TO IT AND AS REQUIRED BY COUNSEL TO THE COMPANY, THAT ANY SUCH TRANSFER WILL NOT VIOLATE THE SECURITIES ACT OF 1933, AS AMENDED AND APPLICABLE STATE SECURITIES LAWS.

The Subscription Documents that accompany this Memorandum are designed to elicit information necessary to enable the Company and Participating Broker-Dealers, if any, to determine the suitability of a prospective investor and to assure that the Offering complies with the applicable State and Federal securities laws. See Exhibit A: "Subscription Agreement" and Exhibit B: "Purchaser Questionnaire".

The information supplied in those documents will be reviewed to determine the suitability of prospective investors, and the Company and participating Broker-Dealers, if any, will have the right to refuse any subscription, if in its discretion it believes that the prospective investor does not meet the applicable Suitability Standards or that the Shares are otherwise an unsuitable investment for the prospective investor.

Dated this ___ day of June 2018

By: 
Lupe Rose, President and CEO
SHE Beverage Company, Inc.