



OROCRYPT

Prospectus

May 19 2017

Orocrypt Inc. is offering tokenized shares of Class A common stock.

This is our initial ICO offering and no public market currently exists for our tokens of Class A common stock. The ICO offering price will be €9 EURO per token.

We have two classes of authorized common stock, Class A common stock and Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share. Each share of Class B common stock is entitled to ten votes per share and is convertible at any time into one share of Class A common stock.

We intend to apply to list our share tokens in selected crypto exchanges.

Investing in our Class A common stock tokens involves risks. See “Risk Factors” beginning on page 3.

We have not authorized anyone to provide any information or to make any representations other than those contained in this prospectus or in any free writing prospectuses we have prepared. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are offering to sell, and seeking offers to buy, tokens of our Class A common stock only in jurisdictions where offers and sales are permitted. The information in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of shares of our Class A common stock. Our business, financial condition, results of operations, and prospects may have changed since that date.

The information in this prospectus is subject to change. No person should rely on the information contained in this document for any purpose other than participating in our proposed initial coin offering, and only this prospectus dated , 2017, is authorized by us to be used in connection with our proposed initial coin offering. The prospectus will only be distributed by us and no other person has been authorized by us to use this document to offer or sell any of our securities.



Prospectus summary

This summary highlights information contained in greater detail elsewhere in this prospectus. This summary is not complete and does not contain all of the information you should consider in making your investment decision. You should read the entire prospectus carefully before making an investment in our tokenized Class A common stock. You should carefully consider, among other things, the sections entitled “Risk Factors” and “Management” included elsewhere in this prospectus.

Orocrypt Inc.

Our mission is to offer gold investors a safe digitized gold vault receipt of fine bullion gold, deliverable on demand and implement an online web platform to trade it. It will be compatible with all Ethereum wallets allowing for direct P2P transfers.

Ethereum is a decentralized open source platform that can run smart contracts. It has its own cryptographically secure blockchain, inspired by the bitcoin blockchain. Smart contracts are applications that run on the blockchain, therefore are secured, uncensored, unchangeable and free from external interventions. The gold-backed digitized tokens issued by the company will trade and be registered in the Ethereum blockchain. Its value will be that of the assets it represents, which will be gold and other precious metals.

Our top priority is to build useful products that may enable you to invest and store precious metals in a secure, liquid and private way.

An investment in Orocrypt will:

- Offer high potential returns.
- Invest in a company with a unique product structure.
- Participate in the liquid and large precious metals investment markets.
- Invest in a scalable business with minimal marginal costs.
- Benefit from a managing team with senior financial experience.



Risk Factors

Investing in our tokenized Class A common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information in this prospectus, including the financial statements and the related notes included elsewhere in this prospectus, before deciding whether to invest in tokens of our Class A common stock. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occurs, our business, financial condition, results of operations, and future prospects could be materially and adversely affected. In that event, the market price of our Class A common stock tokens could decline, and you could lose part or all of your investment.

Our business is subject to numerous risks described in this section and elsewhere in this prospectus. You should carefully consider these risks before making an investment.

Some of these risks include:

- If we fail to add new clients or retain clients, our revenue, financial results, and business may be significantly harmed;
- Orocrypt Inc. user growth and engagement on mobile devices depend upon effective operation with mobile operating systems, networks, and standards that we do not control;
- Improper access to or disclosure of our clients' information could harm our reputation and adversely affect our business;
- Our business could become subject to complex and evolving laws and regulations regarding tokens, the Ethereum blockchain, and other matters. Many of these laws and regulations are subject to change and uncertain interpretation, and could harm our business;
- The Founders have control over key decision making as a result of their control of a majority of our voting stock;
- The market price of our Class A common stock tokens may be volatile or may decline, and you may not be able to resell your tokens at or above the initial offering price. If there are substantial sales of tokens of our common stock, the price of our Class A common stock tokens could decline;
- Actions by governments to restrict access to Orocrypt Inc. in their countries could substantially harm our business and financial results. It is possible that governments of one or more countries may seek to censor content available on Orocrypt Inc. in their country, restrict access to Orocrypt Inc. from their country entirely, or impose other restrictions that may affect the accessibility of Orocrypt Inc. in their country for an extended period of time or indefinitely. In addition, governments in other countries may seek to restrict access to Orocrypt Inc. if they consider us to be in violation of their laws. In the event that access to Orocrypt Inc. is restricted,



in whole or in part, in one or more countries we may not be able to maintain or grow our revenue as anticipated, and our financial results could be adversely affected.



Corporate Information

We were incorporated in Panama in March 2017. Unless expressly indicated or the context requires otherwise, the terms “Orocrypt Inc.,” “company”, “we”, “us”, and “our” in this prospectus refer to Orocrypt Inc., a Panama corporation, and, where appropriate, its wholly-owned subsidiaries. The term “Orocrypt” may also refer to our products, regardless of the manner in which they are accessed.

Our website address is www.orocrypt.com. The information on or that can be accessed through our website is not part of this prospectus. Orocrypt Inc., the Orocrypt Inc. logo, and our other registered or common law trademarks, service marks, or trade names appearing in this prospectus are the property of Orocrypt Inc. Other trademarks, service marks, or trade names appearing in this prospectus are the property of their respective owners.

The offering

Class A common stock tokens offered 500,000

Class A common stock tokens outstanding 845,118

Class B common stock outstanding 266,882

Total Class A and Class B common stock to be outstanding after our token sale 1,112,000

Voting rights

Shares of Class A common stock tokens are entitled to one vote per share. Shares of Class B common stock are entitled to ten votes per share. Holders of our Class A common stock tokens and Class B common stock will generally vote together as a single class, unless otherwise required by law.

The number of shares of Class A and Class B common stock to be outstanding after our token sale is 1,112,000 based on 500,000 shares of our Class A tokenized common stock and 266,882 shares of our Class B common stock outstanding as of June 14, 2017 and 345,118 shares of our tokenized common stock Class A reserved for future issuance under our equity, employees compensation and other plans.



Special note regarding forward-looking statements

This prospectus contains forward-looking statements. All statements contained in this prospectus other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “believe”, “may”, “will”, “estimate”, “continue”, “anticipate”, “intend”, “expect”, and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the “Risk Factors” section. Moreover, we operate in a rapidly changing environment. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this prospectus may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. We are under no duty to update any of these forward-looking statements after the date of this prospectus or to confirm these statements to actual results or revised expectations.



Use of proceeds

We estimate that our net proceeds from the sale of the Class A tokenized common stock that we are offering will be approximately € 4,500,000 with an initial token offering price of € 9 per share.

The principal purposes of our initial public offering are to raise capital for operating cash flow and to create a public market for our Class A common stock tokens and thereby enable future access to public crypto markets by us and our employees, obtain additional capital, and facilitate an orderly distribution of shares for the selling stockholders. We will use the net proceeds to us from our initial public offering for working capital and other general corporate purposes. Additionally, we may use a portion of the proceeds to us for acquisitions of technologies, or other assets. However, we have no commitments with respect to any such acquisitions or investments at this time. Pending other uses, we intend to invest the proceeds to us in good delivery grade bullion gold or silver, interest-bearing securities such as money market funds, certificates of deposit, bitcoin, ether or hold as cash. We cannot predict whether the proceeds invested will yield a favourable return. Our management will have broad discretion in the application of the net proceeds we receive from our initial coin offering, and investors will be relying on the judgment of our management regarding the application of the net proceeds.

Dividend policy

We currently intend to retain any future earnings for use in the operation of our business and do not intend to declare or pay any cash dividends in the foreseeable future. Any further determination to pay dividends on our capital stock will be at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions, and other factors that our board of directors consider relevant.

Capitalization

The following table sets forth our cash, cash equivalents, and marketable securities and capitalization on a pro forma basis to give effect to the issuance and sale by us of tokenized shares of Class A common stock in our initial coin offering, and the receipt of the net proceeds from our sale of these tokens at an initial offering price of € 9 per token.

The pro forma information below is illustrative only, and cash, cash equivalents, and marketable securities, additional paid-in capital, retained earnings, total stockholders' equity, and total capitalization following the completion of our initial coin offering will be adjusted based on the terms of our initial coin offering. You should read this table in conjunction with related notes included elsewhere in this prospectus.



Pro-forma Balance Sheet (EUR)¹

Current Assets

Cash and Short-Term securities	500,000
Gold Bullion (Tokens), bitcoin, ether	4,000,000

Tangible Assets

Equipment	20,000
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Intangible Assets

Trademarks and Domains	80,000
Goodwill	5,400,000

Total Assets	10,000,000
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Shareholders equity	10,000,000
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¹ Assumes EUR 4 500 000 capital raised through the ICO



Management's discussion and analysis of financial condition and results of operations

The following discussion and analysis of our financial condition and operations contains forward-looking statements that reflect our plans, estimates, and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this prospectus, particularly in "Risk Factors."

Revenue

We will generate substantially all of our revenue from fees associated with our infrastructure that enables clients to purchase digital precious metals from our Platform and their secondary market transactions.

Cost of Revenue and Operating Expenses

Cost of revenue. Our cost of revenue consists primarily of expenses associated with the delivery and distribution of our products. These include expenses related to the operation of our data centers such as facility and server equipment depreciation, facility and server equipment rent expense, energy and bandwidth costs, support and maintenance costs, and salaries, benefits, and share-based compensation for employees on our operations teams. Cost of revenue also includes credit card and other transaction fees related to processing customer transactions.

Marketing and sales. Our marketing and sales expenses consist primarily of salaries, benefits, and share-based compensation for our employees engaged in sales, sales support, marketing, business development, and customer service functions. Our marketing and sales expenses also include user-, developer-, and advertiser-facing marketing and promotional expenditures.

Research and development. Research and development expenses consist primarily of salaries, benefits, and share-based compensation for employees on our engineering and technical teams who are responsible for building new products as well as improving existing products. We expense substantially all of our research and development costs as they are incurred.

General and administrative. Our general and administrative expenses consist primarily of salaries, benefits, and share-based compensation for our executives as well as our finance, legal, and other administrative employees. In addition, general and administrative expenses include outside consulting, legal and accounting services, and facilities and other supporting overhead costs. General and administrative expenses also include legal settlements.

