

<b>Form 1-A Issuer Information</b>	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</b>	<b>OMB APPROVAL</b>
FORM 1-A	<b>FORM 1-A REGULATION A OFFERING STATEMENT UNDER THE SECURITIES ACT OF 1933</b>	OMB Number: 3235-0286
		Estimated average burden hours per response: 608.0

1-A: Filer Information

Issuer CIK	0001821534
Issuer CCC	XXXXXXXX
DOS File Number	
Offering File Number	024-11468
Is this a LIVE or TEST Filing?	<input checked="" type="radio"/> LIVE <input type="radio"/> TEST
Would you like a Return Copy?	<input checked="" type="checkbox"/>
Notify via Filing Website only?	<input type="checkbox"/>
Since Last Filing?	<input type="checkbox"/>

Submission Contact Information

Name	
Phone	
E-Mail Address	

1-A: Item 1. Issuer Information

Issuer Information

Exact name of issuer as specified in the issuer's charter	Exodus Movement, Inc.
Jurisdiction of Incorporation / Organization	DELAWARE
Year of Incorporation	2016
CIK	0001821534
Primary Standard Industrial Classification Code	SERVICES-COMPUTER PROGRAMMING SERVICES
I.R.S. Employer Identification Number	81-3548560
Total number of full-time employees	60
Total number of part-time employees	4

Contact Information

Address of Principal Executive Offices

Address 1	15418 WEIR STREET
Address 2	#333
City	OMAHA
State/Country	NEBRASKA
Mailing Zip/ Postal Code	68137
Phone	833-992-2566

Provide the following information for the person the Securities and Exchange Commission's staff should call in connection with any pre-qualification review of the offering statement.

Name	Amy Caiazza
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Address 1	<input type="text"/>
Address 2	<input type="text"/>
City	<input type="text"/>
State/Country	<input type="text"/>
Mailing Zip/ Postal Code	<input type="text"/>
Phone	<input type="text"/>

Provide up to two e-mail addresses to which the Securities and Exchange Commission's staff may send any comment letters relating to the offering statement. After qualification of the offering statement, such e-mail addresses are not required to remain active.

### Financial Statements

Use the financial statements for the most recent period contained in this offering statement to provide the following information about the issuer. The following table does not include all of the line items from the financial statements. Long Term Debt would include notes payable, bonds, mortgages, and similar obligations. To determine "Total Revenues" for all companies selecting "Other" for their industry group, refer to Article 5-03(b)(1) of Regulation S-X. For companies selecting "Insurance", refer to Article 7-04 of Regulation S-X for calculation of "Total Revenues" and paragraphs 5 and 7 of Article 7-04 for "Costs and Expenses Applicable to Revenues".

Industry Group (select one) ☐ Banking ☐ Insurance ☒ Other

### Balance Sheet Information

Cash and Cash Equivalents	<input type="text" value="\$ 2612000.00"/>
Investment Securities	<input type="text" value="\$ 0.00"/>
Total Investments	<input type="text" value="\$"/>
Accounts and Notes Receivable	<input type="text" value="\$ 2753000.00"/>
Loans	<input type="text" value="\$"/>
Property, Plant and Equipment (PP&E):	<input type="text" value="\$ 390000.00"/>
Property and Equipment	<input type="text" value="\$"/>
Total Assets	<input type="text" value="\$ 20751000.00"/>
Accounts Payable and Accrued Liabilities	<input type="text" value="\$ 1537000.00"/>
Policy Liabilities and Accruals	<input type="text" value="\$"/>
Deposits	<input type="text" value="\$"/>
Long Term Debt	<input type="text" value="\$ 1391000.00"/>
Total Liabilities	<input type="text" value="\$ 2928000.00"/>
Total Stockholders' Equity	<input type="text" value="\$ 17823000.00"/>
Total Liabilities and Equity	<input type="text" value="\$ 20751000.00"/>

### Statement of Comprehensive Income Information

Total Revenues	<input type="text" value="\$ 21251000.00"/>
Total Interest Income	<input type="text" value="\$"/>
Costs and Expenses Applicable to Revenues	<input type="text" value="\$ 8806000.00"/>
Total Interest Expenses	<input type="text" value="\$"/>

Depreciation and Amortization	<input type="text" value="\$ 736000.00"/>
Net Income	<input type="text" value="\$ 8177000.00"/>
Earnings Per Share - Basic	<input type="text" value="\$ 0.36"/>
Earnings Per Share - Diluted	<input type="text" value="\$ 0.41"/>
Name of Auditor (if any)	<input type="text" value="Withum Smith Brown, PC"/>

## Outstanding Securities

<b>Common Equity</b>	
Name of Class (if any) Common Equity	<input type="text" value="Class A common stock"/>
Common Equity Units Outstanding	<input type="text" value="0"/>
Common Equity CUSIP (if any):	<input type="text"/>
Common Equity Units Name of Trading Center or Quotation Medium (if any)	<input type="text"/>

<b>Common Equity</b>	
Name of Class (if any) Common Equity	<input type="text" value="Class B common stock"/>
Common Equity Units Outstanding	<input type="text" value="20011830"/>
Common Equity CUSIP (if any):	<input type="text" value="0"/>
Common Equity Units Name of Trading Center or Quotation Medium (if any)	<input type="text" value="0"/>

<b>Preferred Equity</b>	
Preferred Equity Name of Class (if any)	<input type="text"/>
Preferred Equity Units Outstanding	<input type="text" value="0"/>
Preferred Equity CUSIP (if any)	<input type="text"/>
Preferred Equity Name of Trading Center or Quotation Medium (if any)	<input type="text"/>

<b>Debt Securities</b>	
Debt Securities Name of Class (if any)	<input type="text"/>
Debt Securities Units Outstanding	<input type="text" value="0"/>
Debt Securities CUSIP (if any):	<input type="text"/>
Debt Securities Name of Trading Center or Quotation Medium (if any)	<input type="text"/>

## 1-A: Item 2. Issuer Eligibility

### Issuer Eligibility

Check this box to certify that all of the following statements are true for the issuer(s)

☒

- Organized under the laws of the United States or Canada, or any State, Province, Territory or possession thereof, or the District of Columbia.
- Principal place of business is in the United States or Canada.
- Not subject to section 13 or 15(d) of the Securities Exchange Act of 1934.
- Not a development stage company that either (a) has no specific business plan or purpose, or (b) has indicated that its business plan is to merge with an unidentified company or companies.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not issuing fractional undivided interests in oil or gas rights, or a similar interest in other mineral rights.
- Not issuing asset-backed securities as defined in Item 1101 (c) of Regulation AB.

- Not, and has not been, subject to any order of the Commission entered pursuant to Section 12(j) of the Exchange Act (15 U.S.C. 78l(j)) within five years before the filing of this offering statement.
- Has filed with the Commission all the reports it was required to file, if any, pursuant to Rule 257 during the two years immediately before the filing of the offering statement (or for such shorter period that the issuer was required to file such reports).

1-A: Item 3. Application of Rule 262

Application Rule 262

Check this box to certify that, as of the time of this filing, each person described in Rule 262 of Regulation A is either not disqualified under that rule or is disqualified but has received a waiver of such disqualification.

☒

Check this box if "bad actor" disclosure under Rule 262(d) is provided in Part II of the offering statement.

☐

1-A: Item 4. Summary Information Regarding the Offering and Other Current or Proposed Offerings

Summary Infomation

Check the appropriate box to indicate whether you are conducting a Tier 1 or Tier 2 offering

☐ Tier1 ☒ Tier2

Check the appropriate box to indicate whether the financial statements have been audited

☐ Unaudited ☒ Audited

Types of Securities Offered in this Offering Statement (select all that apply)

☒ Equity (common or preferred stock)

Does the issuer intend to offer the securities on a delayed or continuous basis pursuant to Rule 251(d)(3)?

☐ Yes ☒ No

Does the issuer intend this offering to last more than one year?

☐ Yes ☒ No

Does the issuer intend to price this offering after qualification pursuant to Rule 253(b)?

☐ Yes ☒ No

Will the issuer be conducting a best efforts offering?

☒ Yes ☐ No

Has the issuer used solicitation of interest communications in connection with the proposed offering?

☐ Yes ☒ No

Does the proposed offering involve the resale of securities by affiliates of the issuer?

☒ Yes ☐ No

Number of securities offered

2733229

Number of securities of that class outstanding

0

The information called for by this item below may be omitted if undetermined at the time of filing or submission, except that if a price range has been included in the offering statement, the midpoint of that range must be used to respond. Please refer to Rule 251(a) for the definition of "aggregate offering price" or "aggregate sales" as used in this item. Please leave the field blank if undetermined at this time and include a zero if a particular item is not applicable to the offering.

Price per security

\$ 27.4200

The portion of the aggregate offering price attributable to securities being offered on behalf of the issuer

\$ 52500000.00

The portion of the aggregate offering price attributable to securities being offered on behalf of selling securityholders

\$ 22455135.00

The portion of the aggregate offering price attributable to all the securities of the issuer sold pursuant to a qualified offering statement within the 12 months before the qualification of this offering statement

\$ 0.00

The estimated portion of aggregate sales attributable to securities that may be sold pursuant to any other qualified offering statement concurrently with securities being sold under this offering statement

\$ 0.00

Total (the sum of the aggregate offering price and aggregate sales in the four preceding paragraphs)

\$ 74955135.00

Anticipated fees in connection with this offering and names of service providers

Underwriters - Name of Service Provider

Underwriters - Fees

\$

Sales Commissions - Name of Service Provider	<input type="text"/>	Sales Commissions - Fee	<input type="text" value="\$"/>
Finders' Fees - Name of Service Provider	<input type="text"/>	Finders' Fees - Fees	<input type="text" value="\$"/>
Accounting or Audit - Name of Service Provider	<input type="text" value="WithumSmith&amp;Brown, PC"/>	Accounting or Audit - Fees	<input type="text" value="\$ 324196.00"/>
Legal - Name of Service Provider	<input type="text" value="Wilson Sonsini Goodrich &amp; Rosati, P.C."/>	Legal - Fees	<input type="text" value="\$ 1200000.00"/>
Promoters - Name of Service Provider	<input type="text"/>	Promoters - Fees	<input type="text" value="\$"/>
Blue Sky Compliance - Name of Service Provider	<input type="text"/>	Blue Sky Compliance - Fees	<input type="text" value="\$"/>
CRD Number of any broker or dealer listed:	<input type="text"/>		
Estimated net proceeds to the issuer	<input type="text" value="\$ 51000000.00"/>		
Clarification of responses (if necessary)	<input type="text"/>		

1-A: Item 5. Jurisdictions in Which Securities are to be Offered

Jurisdictions in Which Securities are to be Offered

Using the list below, select the jurisdictions in which the issuer intends to offer the securities

Selected States and Jurisdictions	<div>ALABAMA</div> <div>ALASKA</div> <div>ARKANSAS</div> <div>CALIFORNIA</div> <div>COLORADO</div> <div>CONNECTICUT</div> <div>DELAWARE</div> <div>DISTRICT OF COLUMBIA</div> <div>GEORGIA</div> <div>HAWAII</div> <div>IDAHO</div> <div>ILLINOIS</div> <div>INDIANA</div> <div>IOWA</div> <div>KANSAS</div> <div>KENTUCKY</div> <div>LOUISIANA</div> <div>MAINE</div> <div>MARYLAND</div> <div>MASSACHUSETTS</div> <div>MICHIGAN</div> <div>MINNESOTA</div> <div>MISSISSIPPI</div> <div>MISSOURI</div> <div>MONTANA</div> <div>NEBRASKA</div> <div>NEVADA</div> <div>NEW HAMPSHIRE</div> <div>NEW JERSEY</div> <div>NEW MEXICO</div> <div>NEW YORK</div> <div>NORTH CAROLINA</div> <div>NORTH DAKOTA</div> <div>OHIO</div> <div>OKLAHOMA</div> <div>OREGON</div> <div>PENNSYLVANIA</div> <div>PUERTO RICO</div> <div>RHODE ISLAND</div> <div>SOUTH CAROLINA</div> <div>SOUTH DAKOTA</div> <div>TENNESSEE</div> <div>UTAH</div> <div>VERMONT</div> <div>VIRGINIA</div>
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WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

Using the list below, select the jurisdictions in which the securities are to be offered by underwriters, dealers or sales persons or check the appropriate box

None	<input checked="" type="checkbox"/>
Same as the jurisdictions in which the issuer intends to offer the securities	<input type="checkbox"/>
Selected States and Jurisdictions	

## 1-A: Item 6. Unregistered Securities Issued or Sold Within One Year

### Unregistered Securities Issued or Sold Within One Year

None ☐

### Unregistered Securities Issued

As to any unregistered securities issued by the issuer of any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer	Exodus Movement, Inc.
(b)(1) Title of securities issued	Options to Purchase Class B Common Stock
(2) Total Amount of such securities issued	1091680
(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer.	0
(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.	0
(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).	

### Unregistered Securities Issued

As to any unregistered securities issued by the issuer of any of its predecessors or affiliated issuers within one year before the filing of this Form 1-A, state:

(a) Name of such issuer	Exodus Movement, Inc.
(b)(1) Title of securities issued	Class B Common Stock
(2) Total Amount of such securities issued	2929298
(3) Amount of such securities sold by or for the account of any person who at the time was a director, officer, promoter or principal securityholder of the issuer of such securities, or was an underwriter of any securities of such issuer.	0
(c)(1) Aggregate consideration for which the securities were issued and basis for computing the amount thereof.	\$54,272 (aggregate amount of consideration payable for the exercise of options under the option agreements)
(2) Aggregate consideration for which the securities listed in (b)(3) of this item (if any) were issued and the basis for computing the amount thereof (if different from the basis described in (c)(1)).	

### Unregistered Securities Act

(d) Indicate the section of the Securities Act or Commission rule or regulation relied upon for exemption from the registration requirements of such Act and state briefly the facts relied upon for such exemption	Section 4(a)(2) of the Securities Act of 1933, as amended, and Rule 701 under the Securities Act of 1933, as amended
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### **Explanatory Note**

Exodus Movement, Inc. has prepared this Form 1-A/A solely for the purpose of adding one paragraph to each of pages 53 and 93 of the offering circular included therein, as filed with the Securities and Exchange Commission on March 25, 2021. No changes have been made to any other part of such offering circular.

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The following paragraph is inserted as the fourth paragraph on page 53, and as the last paragraph on page 93:

Additionally, on or around March 5, 2021, we received a second administrative subpoena issued by OFAC seeking information regarding potential transactions with certain North Korean cyber actors. Our internal review in connection with the second subpoena is ongoing and we expect to submit a response to OFAC by the end of April 2021. If we are found to be in violation of U.S. economic sanctions laws, it could result in fines and penalties.

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## SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A and has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Omaha, State of Nebraska, on April 7, 2021.

### EXODUS MOVEMENT, INC.

By: /s/ Jon Paul Richardson  
Jon Paul Richardson  
Chief Executive Officer

This offering statement has been signed by the following persons in the capacities and on the dates indicated below:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jon Paul Richardson</u> Jon Paul Richardson	Director and Chief Executive Officer (Principal Executive Officer)	April 7, 2021
<u>*</u> James Gernetzke	Chief Financial Officer and Secretary (Principal Financial and Principal Accounting Officer)	April 7, 2021
<u>*</u> Daniel J. Castagnoli	Director and President	April 7, 2021

\*By: /s/ Jon Paul Richardson  
Jon Paul Richardson  
Attorney-in-fact

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