

**REGULATION A INITIAL PUBLIC OFFERING: INTRODUCTION**

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\_\_\_ to \_\_\_ Shares  
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**COMPANY OVERVIEW**

Founded in 2015, **ShiftPixy, Inc (“ShiftPixy”)** operates as a temporary staffing service provider which contracts with clients with large contingent part-time workforce demands, primarily in the restaurant and hospitality business to become the employer and provider of workers to these clients primarily for part-time shift work. Its services include key HR management and employee benefits functions, including HR administration, employee benefits, and employer liability management, into a single-source solution. ShiftPixy currently operates in Los Angeles/Southern California, but plans to open additional physical offices in San Francisco, New York, Chicago, Dallas, Orlando, Atlanta, Philadelphia and Las Vegas. The company currently serves approximately 155 clients and approximately 3,354 worksite employees. None of these clients represent more than 10% of its annualized revenues for fiscal year 2016.

Website: <https://www.shiftpixy.com/>

**THE OFFERING**

ShiftPixy offers a minimum of \$15.0 million and a maximum of \$50.0 million of common stock, consisting of a minimum of \_\_\_ million and a maximum of \_\_\_ million shares at an offering price of \$\_\_\_ per share. The securities will list on the NASDAQ and begin trading shortly after the close of this offering. Net proceeds to ShiftPixy are anticipated to be \$46.4 million, assuming the company sells all of the shares being offered, after underwriting discount and commissions of \$3.0mn and the company’s estimated other offering expenses of \$600,000.

Anticipated Symbol / Trading Venue:	[PIXY] / NASDAQ	Offering Price:	\$___
Total Shares Offered:	___ million shares	Gross Proceeds (at midpoint):	___ million
Lock-Up:	180 days	Pro Forma Market Cap (at midpoint):	___ million

MARKETING MATERIALS		OFFERING TIMETABLE	
Offering Circular:	wrhambrecht.com/PIXY	Test-The-Waters:	Summer 2016
Company Video:	Coming Soon	Road Show:	TBD
Other Materials:	Coming Soon	Expected:	Fall 2016

**INVESTMENT HIGHLIGHTS**

**Large Potential Market**

Shiftpixy’s services have a large potential market. Current statistics show that there are over 7.2 million employees in restaurants, where each restaurant employs more than 50 people. There are close to 5.1 million are employed in the hospitality industry that have over 50 employees. According to US Census Bureau, most restaurant establishments have a 90% variable hour worker and 10% full-time worker. ShiftPixy’s initial market focus is Los Angeles/Southern California, San Francisco, New York, Chicago, Dallas, Orlando, Atlanta, New Orleans, Las Vegas, Denver and Phoenix. These markets account for 53% of the employers with 50 or more employees in this sector.

**Growth Opportunity:**

The company is trying to position itself in the market as a temporary staffing provider, delivering a flexible regular staff solution to its clients. ShiftPixy generally engages clients with 100 to 500 employees where the engagement is at the ownership level of the business unlike the typical temporary staffing industry engagement with businesses with over 500 employees. ShiftPixy has positioned itself as the employer rather than co-employer in the PEO engagement. The employer liabilities are shared or divided in a co-employer engagement. In contrast, ShiftPixy’s client engagement the risks and liabilities are primarily with ShiftPixy.

**Mitigation of ACA and other Insurance Compliance Risks:**

Shiftpixy mitigates ACA healthcare and other types of employee required insurance compliance risks, such as workers’ compensation, by becoming a temporary staffing agency for its clients, and absorbing a client’s current and future workforce, including part-time employees, and making them employees of Shiftpixy and not the employer client. In addition to mitigating risk, Shiftpixy also provides cost containment and cost savings benefits to its clients using our services.

**Mobile Shifter App Will Provide Additional Benefits to Employers and Shift Workers:**

The company is working to expand its business through the ShiftPixy Shifter Services Mobile App, scheduled to be launched in late 2016. It will be a proprietary application downloadable for mobile devices, allowing shift employees of its clients to access shift work opportunities for all of its clients, and anticipated in early 2017. Mobile app users will be charged between \$4.99 to \$9.99 per month.

## RISK FACTORS

**Risks Relating to Business:** Lack of long-term operating history makes predictions of future operating results difficult to ascertain. The company has generated revenues of \$67,549, from inception to August 2015. As a consequence, it is difficult to forecast future results based upon historical data. Because of the related uncertainties, the company may be hindered in its ability to anticipate and timely adapt to increases or decreases in sales, revenues or expenses. There is substantial doubt about its ability to continue as a going concern and if the company is unable to generate significant revenue or secure additional financing it would be difficult to implement business plan and grow business.

**Industry Risks:** The company will compete with many companies that offer a range of specialized temporary staffing management products and services similar to its own or traditional temporary staffing management products and services. There are limited barriers in the entry. Price competition in the industry, particularly from smaller competitors in local and regional markets, is intense, and pricing pressures from competitors and clients are increasing. There are new competitors entering various markets, which may further increase pricing pressures. Targeted customer base is diverse and the company faces a challenge in adequately meeting each group's needs. Use of software products in the business may contain defects which will make it more difficult to establish and maintain customers. Damage claims against the company as a result of actions of its temporary work employees could reduce its sales and revenue.

**Risks Related to Management and Personnel:** The company's future business and results of operations depend heavily on significant continued contributions Mr. Scott W. Absher, CEO/CFO and Director. Loss of his services could adversely affect the development of business. Its officer and director have no experience in managing a public company which is required to establish and maintain disclosure controls and procedures and internal control over financial reporting. As a result, the company may not be able to operate successfully as a public company, even if its operations are successful.

**Risks Related to this Offering:** Prior to this offering, there has been no public market for ShiftPixy's Common Stock, therefore the company cannot predict the extent to which an active market for its Common Stock will develop or be sustained after this offering, or how the development of such a market might affect the market price of its common stock. Investors in this offering will experience immediate and substantial dilution and market price of common stock may fluctuate.

***For a complete discussion of risks, please refer to the Form 1-A.***

The offering is being made only by means of an offering circular. An offering statement on Form 1-A relating to these securities has been filed with the Securities and Exchange Commission but has not yet become qualified. You may obtain a copy of the most recent version of the preliminary offering circular by clicking on the "SEC EDGAR Website" link above.

This document contains forward-looking statements reflecting current expectations that involve risks and uncertainties. These forward looking statements include statements regarding commercialization plans, projected timeline for U.S. clinical trials, the potential market these shares, and the offering timetable. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in the offering circular.

These securities may not be sold nor may offers to buy be accepted prior to the time the offering statement is qualified. This document shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

No money or other consideration is being solicited in connection with this document, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement on Form 1-A is qualified pursuant to Regulation A of the Securities Act of 1933, as amended, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. Any person's indication of interest involves no obligation or commitment of any kind.