

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 14, 2021 (December 10, 2021)**

**STARCO BRANDS, INC.**

(Exact name of Company as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of Incorporation)

**000-54892**  
(Commission File Number)

**27-1781753**  
(IRS Employer  
Identification Number)

**250 26th Street, Suite 200**  
**Santa Monica, CA 90402**  
(Address of principal executive offices)

**888-484-1908**  
(Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b> | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|----------------------------|--------------------------|--|
| Common stock               | STCB                     | OTC Markets Group OTCQB tier                     |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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## Item 7.01 Regulation FD Disclosure

On December 10, 2021, the U.S. Securities and Exchange Commission ("SEC") issued a Notice of Qualification for the Company's Form 1-A Offering Circular for an offering under Regulation A+ (the "Offering") of the Securities Act of 1933 (the "Act"). The purpose of the Offering is to allow both accredited and non-accredited potential investors the opportunity to invest directly in the Company. The Offering has a minimum investment of \$500 and all investments can be processed by check, ACH payments, wire transfer and major credit cards. The Offering will be on a best-efforts basis through the website, [invest.starcobrands.com](http://invest.starcobrands.com), and the Offering Circular will be posted by the Company at [invest.starcobrands.com/offering-circular](http://invest.starcobrands.com/offering-circular).

Subsequent to the Qualification by the SEC under the Act, on December 13, 2021, the Company issued a press release entitled "Starco Brands Announces a \$45 million Public Offering under Regulation A+." The full text of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference. The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

### Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K and Exhibit 99.1 hereto contains certain statements that are, or may be deemed to be, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements included in this Current Report and Exhibit 99.1, other than statements that relate solely to historical fact, are "forward-looking statements." Such statements include, but are not limited to, any statement that may predict, forecast, indicate or imply future results, performance, achievements or events, or any statement that may relate to strategies, plans or objectives for, or potential results of, future operations, financial results, financial condition, business prospects, growth strategy or liquidity, and are based upon management's current plans and beliefs or current estimates of future results or trends. Forward-looking statements can generally be identified by phrases such as "believes," "expects," "potential," "continues," "may," "should," "seeks," "predicts," "anticipates," "intends," "projects," "estimates," "plans," "could," "designed," "should be" and other similar expressions that denote expectations of future or conditional events rather than statements of fact.

These forward-looking statements are subject to assumptions, risks and uncertainties that may change at any time, and readers are therefore cautioned that actual results could differ materially from those expressed in any forward-looking statements. The Company undertakes no obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as expressly required by law. All forward-looking statements in this document are qualified in their entirety by this cautionary statement.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are filed with this Current Report on Form 8-K:

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Press release, dated December 14, 2021, titled, <a href="#">"Starco Brands Announces a \$45 million Public Offering under Regulation A+."</a> |
| 104            | Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document                                      |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**STARCO BRANDS, INC.**

Dated: December 14, 2021

*/s/ Ross Sklar*

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Ross Sklar  
Chief Executive Officer

12/14/2021

# Starco Brands Announces a \$45 million Public Offering under Regulation A+

## Parent Company of Whipshots, LLC has been Qualified by the SEC for a Regulation A+ Public Offering

December 14th, 2021 (SANTA MONICA, CA) – **Starco Brands, Inc.** (STCB or the “Company”) announces the launch of a Regulation A+, Tier 2, equity financing of up to \$45 million (the “Public Offering”). This Public Offering is a landmark event for the Company and allows any individual 18 years or older to log onto Starco Brands’ Public Offering website at [invest.starcobrands.com](http://invest.starcobrands.com) where they may invest directly in the Company through the purchase of freely tradable common stock of the Company. A copy of the Company’s offering circular for the Public Offering has been posted at [invest.starcobrands.com/offering-circular](http://invest.starcobrands.com/offering-circular). Investors may also review the offering circular and other securities filings on the Security and Exchange Commission’s website at [sec.gov/edgar/browse/?CIK=1539850](http://sec.gov/edgar/browse/?CIK=1539850).

Starco Brands’ mission is to create cutting edge, behavior-changing brands, and this innovative method of capital raising reflects the Company’s culture of disruption by providing Starco Brands’ customer base and community a chance to invest in the Company directly. Prior to this Public Offering, the Company’s registered share count was very limited, making it difficult for the public to procure large volumes of its tradable stock. This offering allows the public to purchase approximately 45 million shares of common stock directly from the Company, providing capital to fund its business plan while also increasing the availability and liquidity of Starco Brands’ shares in the public market.

“I’ve often been asked why we chose this type of public offering,” comments Ross Sklar, CEO of Starco Brands. “We hold our relationship with our customers and community in high regard and strive for a deep connection where our financial interests are aligned. We believe our customers, vendors, influencers, brand evangelists and community as a whole should be entitled to own stock and participate in potential wealth creation over the long term,” continued Sklar.

“We have developed an extraordinarily unique process to efficiently transform behavior changing technologies into world-class brands,” said David Dreyer, EVP of Marketing for Starco Brands. “Our inventions are complemented with disruptive and leading-edge marketing programs that have proven to reach hundreds of millions of people around the world and we are just getting started,” continued Dreyer.

Starco Brands invents and commercializes brands across a number of consumer packaged goods categories. With one of the largest consumer product launches of 2021, the Company recently disrupted the spirits space by announcing the ground-breaking product **Whipshots™**, a vodka-infused whipped cream, with our partner, global artist Cardi B. Additionally, the Company pushed innovation in household goods by commercializing **Breathe®**, the only aerosol cleaning line to be approved by the EPA’s Safer Choice program. In personal care, Starco Brands extended its Breathe® line to include the **Breathe® Skin Sanitizer**, a patent-pending, first ever, powered by air, spray skin sanitizer proven to kill Covid 19. In sun care, the Company commercialized **Honu™ Sunscreen**, a powered by air, reef-safe spray sunscreen that has a patented ratcheting spray arm designed to spray hard to reach areas. **Honu™** was named *Product of the Year* in 2019 by POY. In the food category, the Company commercialized **Winona® Popcorn Spray**, a fun and easy to use non-gmo and low-calorie popcorn seasoning spray line.

“I’ve been impressed with their unique ability to pair ground-breaking products with a disruptive approach to marketing to drive global awareness,” said Anthony Scaramucci, CEO of the \$7B hedge fund SkyBridge Capital and advisor to the Company. “This public offering is a further indication of the Company’s ability to stay one step ahead of consumer trends as it’s very in tune with today’s engaged, savvy and digitally-native retail investor,” continued Scaramucci.

“We helped build Mr. Sklar’s private company, The Starco Group, to be one of the most diverse private label and contract manufacturers in the country. Starco Brands is positioned well to commercialize its IP and leverage the manufacturing and distribution capability of The Starco Group. This share offering further enables our mission to create power brands that truly change consumer behavior. We believe we are changing the game across a number of sectors and cannot be more thrilled about our current brands, as well as those to come,” said Darin Brown, EVP and Director of Starco Brands.

### About Starco Brands, Inc. (OTCQB I STCB)

Starco Brands, Inc. is a disruptive consumer packaged goods company focused on technological innovation that changes behavior for the better. Starco Brands is a public company and develops products across a variety of categories including Household Cleaning, Personal Care, OTC, Food, Beverage & Spirits and DIY Hardware. For more information about Starco Brands, please visit [www.starcobrands.com](http://www.starcobrands.com).

To invest in Starco Brands visit [invest.starcobrands.com](http://invest.starcobrands.com).

A copy of the Company’s offering circular for the Public Offering has been posted at [invest.starcobrands.com/offering-circular](http://invest.starcobrands.com/offering-circular).

Investors may also review the offering circular and other securities filings on the Security and Exchange Commission’s website at [sec.gov/edgar/browse/?CIK=1539850](http://sec.gov/edgar/browse/?CIK=1539850).

[www.whipshots.com](http://www.whipshots.com)

[www.sprayhello.com](http://www.sprayhello.com)

[www.bingeworthyflavor.com](http://www.bingeworthyflavor.com)

[www.honusunscreen.com](http://www.honusunscreen.com)

### Cautionary Note on Forward-Looking Statements

This press release may include forward-looking information and statements within the meaning of federal securities laws. Except for historical information contained in this release, statements in this release may constitute forward-looking statements regarding assumptions, projections, expectations, targets, intentions, or beliefs about future events. Statements containing the words “may,” “could,” “would,” “should,” “believe,” “expect,” “anticipate,” “plan,” “estimate,” “target,” “project,” “intend,” and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Forward-looking statements are based on management’s current belief, as well as assumptions made by, and information currently available to, management. While the Company believes that its expectations are based upon reasonable assumptions, there can be no assurances that its goals and strategy will be realized. Numerous factors, including risks and uncertainties, may affect actual results and may cause results to differ materially from those expressed in forward-looking statements made by the Company or on its behalf. Some of these factors include, but are not limited to, risks related to the Company’s liquidity, the substantial uncertainties inherent in the acceptance of existing and future products, the difficulty of commercializing and protecting new technology, the impact of competitive products and pricing, general business and economic conditions, risks associated with the expansion of our business including the implementation of any businesses we acquire, factors discussed in our public filings, including the risk factors included in the Company’s most recent Annual Report on Form 10-K, Quarterly Report on Form 10-Q and other periodic reports. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission, the Company is under no obligation to publicly update or revise any forward-looking statement after the date of this release whether as a result of new information, future developments or otherwise.

### CONTACT:

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