



**Company Information and Disclosure Statement  
Section One: Issuers' Initial Disclosure  
Obligations  
(As of December 4, 2015)**

**Marijuana Company of America, Inc.**

**5256 S. Mission Road, Suite 703 #314  
Bonsall, CA 92003  
Phone: 888-777-4362**

**OTC: MCOA**

**(CUSIP: 56782E105)**

**ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO RULE 15C2-11(A)(5) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
MARIJUANA COMPANY OF AMERICA, INC.  
DATED: December 4, 2015**

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF MARIJUANA COMPANY OF AMERICAN, INC. IN ACCORDANCE WITH RULE 15C-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY.

ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY. DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THE ISSUER INFORMATION AND DISCLOSURE STATEMENT.

FORWARD LOOKING STATEMENTS: This Report contains forward-looking statements. To the extent that any statements made in this report contain information that is not historical, these statements are essentially forward-looking. Forward-looking statements can be identified by the use of words such as “expects”, “plans”, “may,” “anticipates”, “believes”, “should”, “intends”, “estimates”, and other words of similar meaning. These statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, marketability of our products; legal and regulatory risks associated with the share exchange our ability to raise additional capital to finance our activities; the effectiveness, profitability and; the future trading of our common stock; our ability to operate as a public company; our ability to protect our proprietary information; general economic and business conditions; the volatility of our operating results and financial condition; our ability to attract or retain qualified senior management personnel and research and development staff; and other risks detailed from time to time in our filings with the OTC Markets (the “OTC”), or otherwise. Information regarding market and industry statistics contained in this report is included based on information available to us that we believe is accurate. It is generally based on industry and other publications that are not produced for purposes of securities offerings or economic analysis. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. We do not undertake any obligation to publicly update any forward-looking statements. As a result, investors should not place undue reliance on these forward-looking statements.

FOOD AND DRUG ADMINISTRATION DISCLOSURE (FDA): The statements found herein have not been evaluated by the Food and Drug Administration (FDA) and are not intended to diagnose, treat, cure or prevent any disease or medical condition.

INITIAL CORPORATE DISCLOSURE STATEMENT  
OF  
MARIJUANA COMPANY OF AMERICA, INC.

**Part A: General Company Information**

**Item 1.** The exact name of the issuer and its predecessor:

Marijuana Company of America, Inc.

**Names used by predecessor entities in the past five years and the dates of the name changes**

<u>Former Name</u>	<u>Date of Name Change</u>
F/K/A: Converge Global, Inc.	10/27/2015
F/K/A: Capital Placement Specialists, Inc.	01/28/1999
F/K/A: Mormon Mint, Inc.	12/05/1997

**Item 2.** The address of the issuer’s principal executive offices.

5256 S. Mission Road, Suite 703 #314  
Bonsall, CA 92003  
Phone: 888-777-4362  
Email: info@mcoa.club  
Website(s): www.marijuanacompanyofamerica.com

**Item 3.** The State and date of the issuer’s incorporation:

Utah – October 4, 1985

**Part B: Share Structure**

**Item 1.** Exact title and class of Securities Outstanding

Trading Symbol: MCOA

Exact title and class of securities outstanding: Common

CUSIP: 56782E105

Par or Stated Value: \$.001

Total shares authorized: 5,000,000,000 as of December 4, 2015

Total shares outstanding: 1,111,299,628 as of December 4, 2015

Exact title and class of securities outstanding: Preferred Stock – Class “A”

Par or Stated Value: \$.001

Total shares authorized: 50,000,000 as of December 4, 2015

Total Preferred Class “A” shares outstanding: 10,000,000 as of December 4, 2015

Pursuant to the Amended Articles of Incorporation filed on August 25, 2015, the Preferred Class “A” authorized shares were increased to 50,000,000 and have a voting right of 100 to 1. This class of stock is not convertible into common stock.

Effective December 1, 2015, FINRA approved the name change from Converge Global Inc. to Marijuana Company of America, Inc. The new symbol granted was MCOA and the CUSIP issued was 56782E105.

**1. For common equity, describe any dividend, voting and preemption rights.**

Common stock - The authorized capital stock of the Company includes 5,000,000,000 shares of common stock, par value \$0.001 per share. The shares of common stock presently outstanding, and any shares of common stock issued upon exercise of stock options and/or warrants, will be fully paid and non-assessable. Each holder of common stock is entitled to one vote for each share owned on all matters voted on by shareholders, and a majority vote is required for all actions to be taken by shareholders, with the exception that a plurality is required for the election of directors. The common stock has no preemptive rights, no cumulative voting rights, and no redemption, sinking fund, or conversion provisions. Since the holders of common stock do not have cumulative voting rights, holders of more than 50% of the outstanding shares can elect all directors, and the holders of the remaining shares by themselves cannot elect any directors. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

**2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions:**

**Series A Preferred.** The Company has 15,000,000 shares of Series “A” Preferred Stock authorized of which 10,000,000 are issued and outstanding as of September 30, 2015. Each preferred shares is entitled to 100 votes and is not convertible into shares of common stock. Pursuant to the Amended Articles of Incorporation filed on August 25, 2015, the Preferred Class “A” authorized shares were increased to 50,000,000 and have a voting right of 100 to 1.

**Dividend Policy:** The current intention of the Board is to retain future earnings, if any, to finance the expansion of business and does not anticipate paying cash dividends on common shares for the foreseeable future. The Company may not have sufficient funds to legally pay dividends, and if funds are legally available the Board has sole discretion in deciding to, or not to, pay dividends. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

**Material rights of common or preferred stockholders.**

None

## **Item 7. Name and address of the transfer agent**

Pacific Stock Transfer  
6725 Via Austi Pkwy, Suite 300  
Las Vegas, NV 89119  
Phone: 623-266-2591  
Fax number: 623-266-2915

Pacific Stock Transfer Company is currently registered with the Securities and Exchange Commission and FINRA and is a member of the Stock Transfer Association.

## **Part C Business Information**

### **Item 1. The nature of the issuer's business**

#### **A. Business Development.**

1. The form of the organization of the issuer;

Marijuana Company of America, Inc. is a Utah Corporation

2. The year that the issuer was organized;  
Marijuana Company of America, Inc. was originally incorporated under the laws of the State of Utah on October 4, 1985.
3. The issuer's fiscal year end date;  
December 31<sup>st</sup>
4. The issuer has never been in bankruptcy, receivership or any similar proceeding;
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

On September 4, 2015, 400,000,000 shares of restricted common shares and 10,000,000 shares of the Preferred Class A stock were purchased for \$105,000.00 from Cornelia Volino by Donald Steinberg and Charles Larsen, who own each respective category of shares equally. On September 9, 2015, Donald Steinberg was appointed Chairman of the Board, CEO and President of the Company

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

None

7. Any change of control;

Yes, as a result of the share purchase referred to in paragraph 5, on September 4, 2015, 400,000,000 shares of restricted common shares and 10,000,000 shares of the Preferred Class A stock were purchased for \$105,000.00 from Cornelia Volino by Donald Steinberg and Charles Larsen, who own each respective category of shares equally. Furthermore, on October 8, 2015, Donald Steinberg was issued an additional 217,457,143 in restricted Common shares upon the conversion of a convertible note payable in the amount of \$76,110. Mr. Steinberg acquired the debt from a third party. Charlie Larsen acquired one-half of the shares converted from the debt (108,728,572) from Mr. Steinberg in a private transaction, leaving Mr. Steinberg with the remaining 108,728,571.

8. Any increase of 10% or more of the same class of outstanding equity securities;

Yes, on October 8, 2015, Donald Steinberg was issued an additional 217,457,143 in restricted Common shares from treasury upon the conversion of a convertible note payable in the amount of \$76,110. Mr. Steinberg acquired the debt from a third party. Charlie Larsen acquired one-half of the shares converted from the debt (108,728,572) from Mr. Steinberg in a private transaction, leaving Mr. Steinberg with the remaining 108,728,571.

Mr. Steinberg now owns 308,728,571 of the total 1,111,299,628 outstanding common stock of the Company as of December 4, 2015, or 28% of the outstanding common shares, resulting in an increase of more than 10% of all outstanding common stock of the company.

Mr. Larsen now owns 308,728,572 of the total 1,111,299,628 outstanding common stock of the Company as of December 4, 2015, or 28% of the outstanding common shares, resulting in an increase of more than 10% of all outstanding common stock of the company.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

The Company submitted an application to FINRA to reverse split the stock by issuing one share of common stock for 100 shares of common stock held by the shareholders of record. The effective date of the roll back was August 20, 2010. At the date of the reverse there was approximately 218,000,000 shares outstanding and as result of the roll back there was approximately 2,180,000 common shares outstanding.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

No, the Issuer's securities have never been delisted from any securities exchange or been deleted from the OTC Bulletin Board. At the time of the filing of this Information Statement, the Issuer is in "OTC Pink Current Information" status.

11. There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the Issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities Regulator.

**B. Business of Issuer:**

1. the Issuer's primary and secondary SIC Codes;

Primary SIC Code – 9999 Non-classifiable Establishment. Any legal and lawful business purpose

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

The Company is currently conducting operations under its new business plan and has conducted operations at all times since the inception of the Company.

3. whether the issuer is or has at any time been a “shell company”

The Company is not nor has it at any time been deemed to be a “Shell” company as defined by the Securities Act of 1934 Rule 12b-2.

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

Not Applicable

5. the effect of existing or probable governmental regulations on the business;

There are numerous stringent laws set forth in a dynamic and volatile legal landscape pertaining to the sale and use of marijuana and related products. The Company's business plan is in compliance with all state laws in the U.S. The Company has engaged subject matter legal experts to issue opinions and advise on the proper structure. At the present time, the Federal government lists cannabis as a Schedule-1 Drug. Although management expects that the legal climate for cannabis will continue to be relaxed, this current classification may pose a risk to the Company's business model in the future.

The effect of existing or probable government regulations on the business of the Company is not known at this time. Due to the nature of the business of the Company, there may be increasing regulation upon the business of the Company that may cause the Company to have to take serious corrective actions, changes its business plan, or even close or stop its business practices and/or operations.

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

Marijuana Company of America, Inc. intends to spend approximately \$75,000-100,000 in research and development expenses in its initial year in order to implement systems, develop production protocols, and formulate a proprietary line of cannabis products to be distributed to the global market. The Company will pay for all of its R&D expenses and there is no direct cost to its customers.

7. costs and effects of compliance with environmental laws (federal, state and local);

None

8. the number of total employees and number of full-time employees

The Company has initially hired management and staff as Independent Contractors. Once additional funding is received, the Company intends to expand its staff to accommodate the expected growth.

## **Item 2. The nature of products or services offered.**

- A. principal products or services, and their markets;

The Company is a unique cannabis marketing and distribution company that is the first to leverage a marketing strategy to distribute medical cannabis products that is unique to the industry. The main differences in the Company's business approach will be defined by the laws of the states in which we will operate.

In all states, and internationally, the Company will market a variety of CBD products in accordance with individual state and country legislation. In the states and countries in which it is legal to sell marijuana for adult use and/or medical use, the Company will align itself with licensed, compliant operators.

Prior to the change in control on September 4, 2015 and the appointment of new board members, the Company, through its license to Majestic Menu, was in the business of developing an online portal for the foodservice and hospitality industry and retail connoisseurs. As of September 30, 2015, the new Management team is reviewing the license to determine if there is any ongoing value to the New Company's business model. The Company intends to make a decision regarding the treatment of this asset prior to year-end.

- B. distribution methods of the products or services;

This will vary from state to state and country to country dependent upon the governing laws of each region.



C. status of any publicly announced new product or service;

The Company currently does not have any new publicly announced products or services that have not been presented to the investing public as of December 4, 2015. The Company is negotiating contracts with suppliers of raw materials, product developers and formulators and will announce its initial proprietary product line in Q1 2016.

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

This is a new business model; as such, the Company does not currently have any direct competitors.

E. sources and availability of raw materials and the names of principal suppliers;

To be determined through current due diligence with potential strategic partners and Joint Ventures.

F. dependence on one or a few major customers;

No, the company will not be dependent of a few major customers.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

None at this time, but the Company intends to acquire and/or develop and register IP applicable to its business model.

H. the need for any government approval of principal products or services and the status of any requested government approvals.

The Company has engaged legal experts and is reviewing the extensive regulation and licensing requirements for each state or country and each respective service and product offering. Furthermore, the Company is developing and implementing an adequate system of controls and compliance to ensure that all local, regional, national and international regulatory requirements are satisfied.

**Item 3. The nature and extent of the issuer's facilities.**

The issuer's office is rented on a monthly basis at 5256 S. Mission Rd., Ste. 703 #314, Bonsall, CA 92003

**Part D Management Structure and Financial Information**

**Item 4. The name of the chief executive officer, members of the board of directors, as well as control persons.**

## A. Officers and Directors

### **CEO/Director/Treasurer**

1. Donald Steinberg
2. 5256 S. Mission Road, Suite 703 #314  
Bonsall, CA 92003
3. Mr. Steinberg has been at the forefront of new business concepts many times, and now brings a lifetime of experience to Marijuana Company of America that will serve to benefit the company in a myriad of ways.

In the 1980's, Don developed stock option analysis and trading programs. This led to his management of floor traders on multiple options exchanges, and gave him the knowledge and insight he needed to successfully take other companies public.

In the early 90's, he co-founded Globalcom 2000 and entered into the prepaid phone card business, which at that time was an almost unknown market. Globalcom 2000 became one of the largest phone card companies in the United States, as well as its fastest growing. Among the many firsts accomplished in that business was an account with 7-11, which he personally closed, and which made Globalcom 2000 the 1st phone card in the country with a corporate logo.

In 1994, Don developed an interest in the telecom "Callback" business, and co-founded One World Communications. He subsequently traveled the world, opening up 187 training centers in only 9 months, and created the world's largest International MLM global sales force selling telecom services.

In 2006, Mr. Steinberg formed Club Vivanet as an International MLM, selling a variety of services. In 2008, he merged Club Vivanet with a publicly traded company. In 2008, Don recognized the emerging opportunities in the medical marijuana industry, and changed the name of Club Vivanet to Medical Marijuana Inc., which became America's first publicly traded company in the medical marijuana industry. In 2011, he successfully managed the acquisition of Medical Marijuana Inc. and the transition to new management.

In 2012, Don launched Global Hemp Group with Charles Larsen as they recognized the momentum building in the emerging global hemp industry.

Mr. Steinberg brings a wealth of knowledge and experience to Marijuana Company of America Inc., from building and managing start-up companies, managing public company compliance, and spending years managing floor operations on various stock exchanges. Mr. Steinberg has had a life-long career in international sales and marketing, with 40 years of experience developing and running successful businesses.

Using this breadth of experience, Don will provide guidance and day-to-day management for the company, and will be actively involved in its future and growth.

4. Mr. Steinberg is the CEO and President of the Company
5. Mr. Steinberg does not have a compensation plan in place at the time of this disclosure statement.
6. Donald Steinberg is the beneficial owner of 308,728,871 of the total 1,111,299,628 outstanding common stock outstanding commons shares at December 4, 2015, which represents 28% of all common outstanding shares. Mr. Steinberg also owns 5,000,000 or 50% of the 10,000,000 outstanding Preferred Series “A” shares as of December 4, 2015 with 100 to 1 voting rights.

#### **Secretary/Director**

- 1) Charles Larsen
- 2) 5256 S. Mission Road, Suite 703 #314  
Bonsall, CA 92003
- 3) Charles Larsen, Global Hemp Group, Inc. Co-Founder, President and CEO, has more than 30 years of experience working in government, public, private, and start-up companies as an executive manager, including the United States Coast Guard, Associated Consulting, Peskin Associates, Integrated Decision Systems, Tower Asset Management, Financial Management Advisors, Polaris Technology, Blues Productions, Medical Marijuana, Inc. He has also worked as a consultant for BG Medtech, Bud Genius and Hemp, Inc.

He has significant experience in— high volume securities trading, corporate and public debt, equities, options and futures, as well as being an experienced portfolio manager, securities trader, and C level executive. Mr. Larsen has been involved in the highest levels of strategic planning, mergers and acquisitions, financial and operational restructuring, public and private corporate finance, governance and compliance. He has a proven track record of successes at every level of business management, consistently delivering positive results to shareholders and board members.

Mr. Larsen's experience in the cannabis and hemp industries is invaluable to this project. He has been deeply involved in the industry for over 6 years, and has consulted some of the top companies and management teams.

- 4) Mr. Larsen is also currently the President and CEO of Global Hemp Group, Inc. (GBHPF). He has disclosed his involvement with the Company and is allocating sufficient time and energy to satisfy his duties and obligations with both companies.

- 5) Mr. Larsen is currently contributing his services on an as needed basis and only compensated for expenses incurred.
- 6) Charles Larsen is the beneficial owner of 308,728,872 of the total 1,111,299,628 outstanding common stock outstanding commons shares at December 4, 2015, which represents 28% of all common outstanding shares. Mr. Steinberg also owns 5,000,000 or 50% of the 10,000,000 outstanding Preferred Series "A" shares as of December 4, 2015 with 100 to 1 voting rights.

### **Chief Financial Officer**

- 1) Robert Hymers, CPA
- 2) 5256 S. Mission Road, Suite 703 #314  
Bonsall, CA 92003
- 3) Robert Hymers was the past president and CEO of Everlert (OTC: EVLI) until he resigned in July of 2014 to pursue other ventures. He is a licensed CPA in the state of California. During his career as a tax professional at Ernst & Young, LLP, Mr. Hymers provided tax services to several prominent entertainment companies. His extensive experience with Entertainment and Private Equity industries together with his prolonged involvement with public companies in different roles makes him a key asset to the Company. Mr. Hymers has also served as the CFO of a publicly traded company called Global Hemp Group (OTC: GBHPF), Spare Backup, Inc. (OTC: SPBU) and is the Managing Partner of Pinnacle Tax Services, LLC. Mr. Hymers holds a Master of Science in Taxation degree and a Bachelor's of Science degree in Accountancy from California State University Northridge. He is the founding managing editor of the University's "Tax Development Journal."
- 4) Mr. Hymers has contracted his initial services to the Company for \$16,500.00. Commencing on February 1, 2016, Mr. Hymers will be receiving monthly compensation for his services, as well as stock compensation.
- 5) Mr. Hymers is the beneficial owner of 10,000,000 shares as of the date of this filing.

### **B. Legal/ Disciplinary History**

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);  
NONE
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

NONE

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated;

NONE

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

NONE

C. Disclosure of Family Relationships.

No family relationship exists among and between the Company's directors, officers or owners of more than five percent (5%) of any class of the Company's equity securities.

NONE

D. Disclosure of Related Party Transactions.

Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

None, not applicable.

E. Disclosure of Conflicts of Interest.

Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

The Company is not aware of any existing conflicts of interest at the time of this filing.

**Item 5. Financial information for the Issuer's most recent fiscal period.**

The financial information of the Issuer are incorporated herein by reference and filed with the OTCMarkets (included in the "Company Financials" Section).

**Item 6. Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The annual financial statements for the years ending December 31, 2014, December 31, 2013 may be reviewed on the OTCMarkets website, [www.otcm Markets.com](http://www.otcm Markets.com), and are hereby incorporated by reference.

**Item 7. Beneficial Owners.**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the Issuer's equity securities.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Donald Steinberg is the beneficial owner of 308,728,871 of the total 1,111,299,628 outstanding common stock outstanding commons shares at December 4, 2015, which represents 28% of all common outstanding shares. Mr. Steinberg also owns 5,000,000 or 50% of the 10,000,000 outstanding Preferred Series "A" shares as of December 4, 2015 with 100 to 1 voting rights.

Charles Larsen is the beneficial owner of 308,728,872 of the total 1,111,299,628 outstanding common stock outstanding commons shares at December 4, 2015, which represents 28% of all common outstanding shares. Mr. Steinberg also owns 5,000,000 or 50% of the 10,000,000 outstanding Preferred Series "A" shares as of December 4, 2015 with 100 to 1 voting rights.

Both Donald Steinberg and Charles Larsen's mailing address in the United States is as follows:

5256 S. Mission Road, Suite 703 #314  
Bonsall, CA 92003

**Item 8. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

1. Investment Banker – Not applicable
2. Promoters – Not applicable
3. Legal Counsel

Name: Simon Kogan, Esq.  
Address 1: 171 Wellington Court, Apt. 1J  
Address 2: Staten Island, NY 10314

Phone: (718)984-3789  
Email: [simonkogan@koganlaw.net](mailto:simonkogan@koganlaw.net)

4. Accountant

Name: Pinnacle Tax Services, LLC  
Address 1: 520 S. Grand Ave, Suite 665  
Address 2: Los Angeles, CA 90071  
Phone: (877) 224-0217  
Email: [info@pinnacletaxandaccounting.com](mailto:info@pinnacletaxandaccounting.com)

5. Investor Relations Consultant – Not applicable

6. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement – the information shall include the telephone number and email address of each advisor.

NONE

**Item 9. Management’s Discussion and Analysis or Plan of Operation.**

The following discussion of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes to those statements included elsewhere in this registration statement. In addition to the historical consolidated financial information, the following discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our business and results of operations are affected by a wide variety of factors. We may experience material fluctuations in future operating results, on a quarterly or annual basis, which could have a material and negative affect our business, financial condition, operating results and stock price. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under “Risk Factors” and elsewhere in this Annual Report.

**Plan of Operations**

The Company is a unique cannabis marketing and distribution company that is the first to leverage a marketing strategy to distribute medical cannabis products that is unique to the industry. The main differences in the Company’s business approach will be defined by the laws of the states in which we will operate.

In all states, and internationally, the Company will market a variety of CBD products in accordance with individual state and country legislation. In states/countries in which it is legal to sell marijuana for recreational and/or medical use, the Company will align itself with properly licensed operators.

**Results of Operations**

As of September 30, 2015 and the date of this information statement, the Company has generated no revenue per our financial statements. Management anticipates that the

Company will earn revenues in the near future but presently the Company is in the development stage and can provide no assurance that it will be able to develop its business to a state that it will generate significant revenues and become profitable.

### **Liquidity and Capital Resources**

At September 30, 2015, the Company's total cash on hand at the end of the period was \$0.00. From the date of inception until September 30, 2015, the Company has incurred losses of \$3,102,398. Net Loss is attributable to professional fees, and general and administration expenses, startup expenses, and from a lack of revenue to offset the Company's operating expenses.

The Management team is reviewing the \$200,000 Majestic Menu license to determine if there is any ongoing value to the New Company's business model. A decision will be made prior to year-end that will maximize shareholder value while being in compliance with General Accepted Accounting Procedures.

Based on the Company's current operating plan for the launch of Marijuana Company of America, Inc., the Company expects to generate revenue that is sufficient to cover its expenses for at least the next twelve months. In addition, the Company has sufficient cash and cash equivalents to support its operations for at least the next twelve months. However, the Company may need to obtain additional financing to expand our business and implement new strategies for the next twelve months. The Company will raise the capital necessary to fund its business through a private placement and public offering of its common stock. Additional financing, whether through public or private equity or debt financing, arrangements with stockholders or other sources to fund operations, may not be available, or if available, may be on terms unacceptable to the Company. The Company's ability to maintain sufficient liquidity is partially dependent on its ability to raise additional capital. If the Company issues additional equity securities to raise funds, the ownership percentage of its existing stockholders would be diluted. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. Debt incurred by the Company would be senior to equity in the ability of debt holders to make claims on the Company's assets. The terms of any debt issued could impose restrictions on the Company's operations. If adequate funds are not available to satisfy either short or long-term capital requirements, the Company's operations and liquidity could be materially adversely affected and the Company could be forced to cease operations.

### **Off Balance Sheet Arrangements**

N/A

### Part E Issuance History

#### **Item 10. List of securities offerings and shares issued for services in the past two years.**



No Stock Issued For Services in last two years. Below is a summary of stock issuances in the last two years.

On December 15, 2013 the Company issued 200,000,000 shares of restricted common stock for the purchase of the stock in Sintek, Inc.

On November 14, 2014 the Company terminated its agreement of September 2013 with Sintek Inc. and as result the transaction was reversed due to lack of financing and the stock issued in the amount of 200,000,000 restricted common shares were cancelled.

On December 23, 2014 one of the shareholders returned to treasury 27,600,000 shares representing a previous issuance to retire a note payable of \$27,600. As result the note payable was reinstated on the records of the Company.

On December 23, 2014 the Company issued 400,000,000 shares of restricted common shares at \$.005 for a value of \$200,000 to reacquire the Majestic Menu license.

On August 25, 2015, the Company increased its authorized common stock to 5,000,000,000 with a par value of \$.001 a share and increased its authorized preferred shares to 50,000,000 with a par value of \$.001. This amendment to the Articles of Incorporation were filed with the State of Utah with a majority consent of the shareholders and unanimous consent of the Board of Directors.

On September 4, 2015, 400,000,000 shares of restricted common shares and 10,000,000 shares of the Preferred Class A stock were purchased for \$105,000.00 from Cornelia Volino by Donald Steinberg and Charles Larsen, who own each respective category of shares equally.

#### Part F Exhibits

##### **Item 11. Material Contracts.**

Please see the following contracts included as Exhibits:

Not applicable

##### **Item 12. Articles of Incorporation and Bylaws**

Attached Herein

##### **Item 13. Purchase of Equity Securities by the Issuer and Affiliated Purchaser**

See Item 7 “Beneficial Owners”

##### **Item 14. Issuer’s Certifications.**

I, Donald Steinberg, certify that:

1. I have reviewed this Initial Company Disclosure and Information Statement of Marijuana Company of America, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 4, 2015

/s/ Donald Steinberg

Donald Steinberg  
Marijuana Company of America, Inc.  
Chairman of the Board/ CEO/Treasurer

I, Charles Larsen, certify that:

1. I have reviewed this Initial Company Disclosure and Information Statement Marijuana Company of America, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 4, 2015

/s/ Charles Larsen

Charles Larsen  
Marijuana Company of America, Inc.  
Secretary/ Director