

**STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION
DEPARTMENT OF STATE
CONCORD, NEW HAMPSHIRE**

IN THE MATTER OF:

WAGZ, INC.

RESPONDENT

No. INV2018-00038

CONSENT ORDER

- I. For purposes of settling the above-referenced matter and in lieu of further administrative proceedings, Wagz, Inc. (hereinafter referred to as "Respondent") has submitted an offer of settlement, which the Bureau of Securities Regulation, Department of State, State of New Hampshire (hereinafter referred to as the "Bureau") has determined to accept. Accordingly, and without admitting or denying the allegations and findings herein, Respondent does hereby consent to following findings, conclusions, undertakings and sanctions:

The Facts

1. Respondent, a Delaware corporation formed in 2015, is a technology company. Respondent's principal place of business is located at 51 Depot Road, Hampton Falls, N.H. 03844.
2. On or about 9/27/2016, Respondent commenced an offering of equity from its location in New Hampshire with the first sale occurring on 10/13/2016. On 5/11/2017, Respondent commenced a second offering of equity with the first sale occurring on that date. Respondent filed a Regulation D, Rule 506 notice in the EFD system on 8/20/2018 for each offering, more than one year from the date of the first sale in New Hampshire.

The Law

1. Pursuant to N.H. RSA 421-B:6-604(f), whenever it appears to the Secretary of State that any person has engaged or is about to engage in any act or practice constituting a violation of this chapter or any rule under this chapter, he shall have the power to issue and cause to be served upon such person an order requiring the person to cease and desist from violations of this chapter. Respondent is a person subject to this provision and shall be ordered to permanently cease and desist from any violations of N.H. RSA 421-B. Respondent is subject to this section.
 2. Pursuant to New Hampshire RSA 421-B:6-614(d)(2), any person that fails to timely file a Regulation D, Rule 506 notice filing by more than one year from the date of the sale in this state is subject to an enforcement action. Respondent violated this section.
- II. In view of the foregoing, the Respondent agrees to the following sanction:
1. Respondent agrees that that they have voluntarily consented to the entry of this Order and represents and avers that no employee or representative of the Bureau has made any promise, representation or threat to induce their execution.
 2. Respondent agrees to waive its right to an administrative hearing and any appeal therein under this chapter.
 3. Upon execution of this Order by Respondent, Respondent agrees to pay an administrative fine in the amount of Three Thousand Dollars (\$3,000) to the State of New Hampshire. Payment shall be made by 1) United States postal money order, certified check, bank cashier's check, or bank money order; 2) made payable to the State of New Hampshire; and 3) hand-delivered or mailed to the Bureau of Securities Regulation, Department of State, State House, Room 204, Concord, New Hampshire, 03301.

4. Respondent agrees that this Order is entered into for purposes of resolving only the matter as described herein. This Order shall have no collateral estoppel effect in any other lawsuit, proceeding, or action, not described herein. Likewise, this Order shall not be construed to restrict the Bureau's right to initiate an administrative investigation or proceeding relative to conduct by Respondent which the Bureau has no knowledge at the time of the date of final entry of this Order.
5. The Respondent may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any allegation in this agreement or create the impression that the agreement is without factual basis. Nothing in this provision affects the Respondent's testimonial obligations or right to take legal positions in litigation in which the State of New Hampshire is not a party.

III. Based on the foregoing, the Bureau deems it appropriate and in the public interest to accept and enter into this Order. **THEREFORE, IT IS HEREBY ORDERED THAT:**

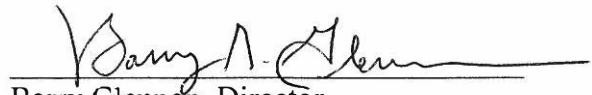
1. Respondent pay an administrative fine in the amount of Three Thousand Dollars (\$3,000) upon execution of this Order.
2. Respondent cease and desist from the conduct described in this Order.
3. Respondent complies with the above-referenced Order.

Executed this 5th day of November 2018.



Terry B. Anderton, CEO on behalf of Respondent

Entered this 8th day of November, 2018.

A handwritten signature in cursive script, appearing to read "Barry A. Glenn", written over a horizontal line.

Barry Glennon, Director
Bureau of Securities Regulation