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

FORM 1-U

CURRENT REPORT PURSUANT TO REGULATION A

May 5, 2021

(Date of Report (Date of earliest event reported))

Exodus Movement, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

81-3548560
(IRS Employer
Identification No.)

15418 Weir St. #333
Omaha, NE
(Address of principal executive offices)

(833) 992-2566
(Registrant's telephone number, including area code)

Class A Common Stock
(Title of each class of securities issued pursuant to Regulation A)

Item 9. Other Events

On May 5, 2021, Exodus Movement, Inc. (the “**Company**”) closed its offering of Class A common stock pursuant to Regulation A, as described in its offering statement on Form 1-A (the “**Offering Statement**”) which was qualified by the Securities and Exchange Commission (“**SEC**”) on April 8, 2021 (the “**Offering**”).

In connection with the Offering, the Company issued and sold 1,914,661 shares of Class A common stock and the selling stockholders named in the Offering Statement sold 818,568 shares of Class A common stock, each at a price per share of \$27.42, generating gross proceeds to the Company and such selling stockholders of \$52.5 million and \$22.4 million, respectively. Purchasers of Class A common stock in the Offering included:

- a purchaser which purchased 1,823,486 shares of Class A common stock in the Offering, representing 66.7% of the Company’s outstanding Class A common stock and less than one percent of the Company’s total outstanding voting power after giving effect to the Offering; and
- a purchaser which purchased 364,698 shares of Class A common stock in the Offering, representing 13.3% of the Company’s outstanding Class A common stock and less than one percent of the Company’s total outstanding voting power after giving effect to the Offering.

On May 5, 2021, the Company issued a press release announcing the closing of the Offering, a copy of which is attached as Exhibit 99.1 to this Form 1-U.

The information furnished in Form 1-U is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section, and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Exhibits

Exhibit Number	Description
99.1	Press release dated May 5, 2021

SIGNATURES

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EXODUS MOVEMENT, INC.

By: /s/ Jon Paul Richardson

Name: Jon Paul Richardson

Title: Chief Executive Officer

Date: May 6, 2021

Exodus Public Offering Raises \$75 Million, the Maximum Amount Permitted to be Raised under Regulation A

Offering Attracted Over 6,800 New Investors, Highlighting the Democratization of the Financial System

OMAHA, NEBRASKA — May 5, 2021 — Exodus Movement, Inc. (Exodus Wallet: EXIT), a Delaware corporation that has developed a leading non-custodial cryptocurrency software platform, closed its offering of Class A common stock under Regulation A on May 5, 2021.

The full amount that had qualified under the company’s offering circular, 2,733,229 shares, was purchased by investors. The offering resulted in demand from both institutional and retail investors and significantly expanded the ownership base through the addition of over 6,800 new shareholders.

The company expects to use the proceeds from the offering for the continued expansion of its platform, with a focus on software development and increasing its marketing efforts to attract additional customers to its platform.

JP Richardson, co-founder and CEO Exodus, said: “Given the novel approach to fundraising, our utilization of blockchain technology and all the challenges faced, we were blown away by the response. There’s a lot of excitement and gratitude around the company to be joined by 6,800+ new stakeholders in our mission. This offering reinforces our core belief that if you democratize financial systems and make finance easy, people will participate and benefit from opportunities traditionally available to only the wealthy elite. Retail investors who bought a couple shares got the exact same deal as billionaires. That felt pretty cool and true to the spirit of blockchain and the crypto community.

“Looking ahead, we are focused on enabling secondary trading and accommodating investors located outside of the United States. We will remain steadfast in our mission to continually expand and evolve Exodus to offer customers more capabilities. Additionally, we are excited about the opportunity to replicate this fundraising model to enable like-minded companies to also enter the public markets in this democratized fashion. We expect these strategies will drive long-term stakeholder value.”

Trading

Exodus is working with our partners Securitize and tZERO to get the EXIT shares ready for trading on the secondary market. Management anticipates this process could be completed within 60 days. Prior to the availability of any secondary market trading, EXIT shares will remain priced at \$27.42 and will be visible in your Exodus wallet like any other digital asset in your portfolio.

About Exodus

Founded in 2015, Exodus is a multi-asset software wallet that removes the geek requirement and keeps design a priority to make cryptocurrency and digital assets easy for everyone. Available for desktop and mobile, Exodus allows users to secure, manage and exchange cryptocurrencies like Bitcoin, Ethereum, Ripple, and more across an industry-leading 10,000+ asset pairs from a beautiful, easy to use wallet. The non-custodial functionality is encrypted locally on users' own devices, ensuring privacy, security and complete control over their wealth. Exodus is on a mission to empower half the world to exit the traditional finance system by 2030. For more info visit exodus.com

Contacts

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Forward-looking Statements

This communication contains forward-looking statements that are based on our beliefs and assumptions and on information currently available to us. In some cases, you can identify forward-looking statements by the following words: "will," "expect," "would," "intend," "believe," or other comparable terminology. Forward-looking statements in this document include, but are not limited to, statements about our future financial performance, our business plan, our market opportunities and beliefs and objectives for future operations. These statements involve risks, uncertainties, assumptions and other factors that may cause actual results or performance to be materially different. More information on the factors, risks and uncertainties that could cause or contribute to such differences is included in our filings with the Securities and Exchange Commission, including in the "Risk Factors" and "Management's Discussion & Analysis" sections of such filings. We cannot assure you that the forward-looking statements will prove to be accurate. These forward-looking statements speak only as of the date hereof. We disclaim any obligation to update these forward-looking statements.
