BrokerCheck Report

MICROVENTURE MARKETPLACE INC.

CRD# 152513

When communicating online or investing with any professional, make sure you know who you're dealing with. Imposters might link to sites like BrokerCheck from phishing or similar scam websites, or through social media, trying to steal your personal information or your money.

Please contact FINRA with any concerns.

About BrokerCheck®

BrokerCheck offers information on all current, and many former, registered securities brokers, and all current and former registered securities firms. FINRA strongly encourages investors to use BrokerCheck to check the background of securities brokers and brokerage firms before deciding to conduct, or continue to conduct, business with them.

- **What is included in a BrokerCheck report?**
- BrokerCheck reports for individual brokers include information such as employment history, professional qualifications, disciplinary actions, criminal convictions, civil judgments and arbitration awards. BrokerCheck reports for brokerage firms include information on a firm's profile, history, and operations, as well as many of the same disclosure events mentioned above.
- Please note that the information contained in a BrokerCheck report may include pending actions or allegations that may be contested, unresolved or unproven. In the end, these actions or allegations may be resolved in favor of the broker or brokerage firm, or concluded through a negotiated settlement with no admission or finding of wrongdoing.
- **Where did this information come from?**
- The information contained in BrokerCheck comes from FINRA's Central Registration Depository, or CRD® and is a combination of:
    - information FINRA and/or the Securities and Exchange Commission (SEC) require brokers and brokerage firms to submit as part of the registration and licensing process, and
    - information that regulators report regarding disciplinary actions or allegations against firms or brokers.
- **How current is this information?**
- Generally, active brokerage firms and brokers are required to update their professional and disciplinary information in CRD within 30 days. Under most circumstances, information reported by brokerage firms, brokers and regulators is available in BrokerCheck the next business day.
- **What if I want to check the background of an investment adviser firm or investment adviser representative?**
- To check the background of an investment adviser firm or representative, you can search for the firm or individual in BrokerCheck. If your search is successful, click on the link provided to view the available licensing and registration information in the SEC's Investment Adviser Public Disclosure (IAPD) website at https://www.adviserinfo.sec.gov. In the alternative, you may search the IAPD website directly or contact your state securities regulator at http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/P455414.
- **Are there other resources I can use to check the background of investment professionals?**
- FINRA recommends that you learn as much as possible about an investment professional before deciding to work with them. Your state securities regulator can help you research brokers and investment adviser representatives doing business in your state.
-

Thank you for using FINRA BrokerCheck.

Using this site/information means that you accept the FINRA BrokerCheck Terms and Conditions. A complete list of Terms and Conditions can be found at

brokercheck.finra.org

For additional information about the contents of this report, please refer to the User Guidance or www.finra.org/brokercheck. It provides a glossary of terms and a list of frequently asked questions, as well as additional resources. For more information about FINRA, visit www.finra.org.

MICROVENTURE MARKETPLACE INC.

CRD# 152513

SEC# 8-68458

Main Office Location

2903 E 2ND ST
AUSTIN, TX 78702
Regulated by FINRA Dallas Office

Mailing Address

2903 E 2ND ST
AUSTIN, TX 78702

Business Telephone Number

(512) 461-3686

Report Summary for this Firm

This report summary provides an overview of the brokerage firm. Additional information for this firm can be found in the detailed report.

Firm Profile

This firm is classified as a corporation.

This firm was formed in Delaware on 10/26/2009.

Its fiscal year ends in December.

Firm History

Information relating to the brokerage firm's history such as other business names and successions (e.g., mergers, acquisitions) can be found in the detailed report.

Firm Operations

This firm is registered with:

- the SEC
- 1 Self-Regulatory Organization
- 51 U.S. states and territories

Is this brokerage firm currently suspended with any regulator? **No**

This firm conducts 2 types of businesses.

This firm is affiliated with financial or investment institutions.

This firm does not have referral or financial arrangements with other brokers or dealers.

Disclosure Events

Brokerage firms are required to disclose certain criminal matters, regulatory actions, civil judicial proceedings and financial matters in which the firm or one of its control affiliates has been involved.

Are there events disclosed about this firm? **Yes**

The following types of disclosures have been reported:

Type	Count
Regulatory Event	1

Firm Profile

This firm is classified as a corporation.

This firm was formed in Delaware on 10/26/2009.

Its fiscal year ends in December.

Firm Names and Locations

This section provides the brokerage firm's full legal name, "Doing Business As" name, business and mailing addresses, telephone number, and any alternate name by which the firm conducts business and where such name is used.

MICROVENTURE MARKETPLACE INC.

Doing business as MICROVENTURE MARKETPLACE INC.

CRD# 152513

SEC# 8-68458

Main Office Location

2903 E 2ND ST
AUSTIN, TX 78702

Regulated by FINRA Dallas Office

Mailing Address

2903 E 2ND ST
AUSTIN, TX 78702

Business Telephone Number

(512) 461-3686

Firm Profile

This section provides information relating to all direct owners and executive officers of the brokerage firm.

Direct Owners and Executive Officers

Legal Name & CRD# (if any):	MICROVENTURES INC
Is this a domestic or foreign entity or an individual?	Domestic Entity
Position	SHAREHOLDER
Position Start Date	10/2014
Percentage of Ownership	75% or more
Does this owner direct the management or policies of the firm?	Yes
Is this a public reporting company?	No

Legal Name & CRD# (if any):	CLARK, WILLIAM MICHAEL
	5741424
Is this a domestic or foreign entity or an individual?	Individual
Position	CEO
Position Start Date	10/2009
Percentage of Ownership	Less than 5%
Does this owner direct the management or policies of the firm?	Yes
Is this a public reporting company?	No

Legal Name & CRD# (if any):	GRAY, TYLER RANDALL
	5772730
Is this a domestic or foreign entity or an individual?	Individual
Position	PRESIDENT/SECRETARY/FINOP
Position Start Date	08/2014

Firm Profile

Direct Owners and Executive Officers (continued)

Percentage of Ownership	Less than 5%
Does this owner direct the management or policies of the firm?	Yes
Is this a public reporting company?	No

Legal Name & CRD# (if any):	WILLMORE, ELIZABETH MAGDALENA 2697868
Is this a domestic or foreign entity or an individual?	Individual
Position	CCO
Position Start Date	11/2019
Percentage of Ownership	Less than 5%
Does this owner direct the management or policies of the firm?	Yes
Is this a public reporting company?	No

Firm Profile

This section provides information relating to any indirect owners of the brokerage firm.

Indirect Owners

Legal Name & CRD# (if any):	CLARK, WILLIAM MICHAEL 5741424
Is this a domestic or foreign entity or an individual?	Individual
Company through which indirect ownership is established	MICROVENTURES INC
Relationship to Direct Owner	SHAREHOLDER
Relationship Established	10/2014
Percentage of Ownership	50% but less than 75%
Does this owner direct the management or policies of the firm?	Yes
Is this a public reporting company?	No

Firm History

This section provides information relating to any successions (e.g., mergers, acquisitions) involving the firm.

No information reported.

Firm Operations

Registrations

This section provides information about the regulators (Securities and Exchange Commission (SEC), self-regulatory organizations (SROs), and U.S. states and territories) with which the brokerage firm is currently registered and licensed, the date the license became effective, and certain information about the firm's SEC registration.

This firm is currently registered with the SEC, 1 SRO and 51 U.S. states and territories.

Federal Regulator	Status	Date Effective
SEC	Approved	08/27/2010

SEC Registration Questions

This firm is registered with the SEC as:

A broker-dealer: Yes

A broker-dealer and government securities broker or dealer: No

A government securities broker or dealer only: No

This firm has ceased activity as a government securities broker or dealer: No

Self-Regulatory Organization	Status	Date Effective
FINRA	Approved	08/27/2010

Firm Operations

Registrations (continued)

U.S. States & Territories	Status	Date Effective
Alabama	Approved	05/16/2014
Alaska	Approved	11/12/2014
Arizona	Approved	10/13/2010
Arkansas	Approved	04/20/2015
California	Approved	09/03/2010
Colorado	Approved	10/07/2010
Connecticut	Approved	01/26/2011
Delaware	Approved	04/07/2014
District of Columbia	Approved	02/21/2014
Florida	Approved	01/03/2011
Georgia	Approved	08/27/2010
Hawaii	Approved	10/07/2013
Idaho	Approved	02/28/2013
Illinois	Approved	10/13/2010
Indiana	Approved	12/15/2010
Iowa	Approved	02/24/2014
Kansas	Approved	05/12/2014
Kentucky	Approved	08/19/2013
Louisiana	Approved	02/13/2012
Maine	Approved	09/19/2013
Maryland	Approved	09/07/2012
Massachusetts	Approved	09/09/2010
Michigan	Approved	10/11/2010
Minnesota	Approved	07/30/2012
Mississippi	Limited	05/28/2014
Missouri	Approved	03/25/2014
Montana	Approved	07/21/2014
Nebraska	Approved	10/21/2013
Nevada	Approved	07/23/2012
New Hampshire	Approved	07/13/2015
New Jersey	Approved	09/22/2010
New Mexico	Approved	09/09/2013
New York	Approved	08/30/2010

U.S. States & Territories	Status	Date Effective
North Carolina	Approved	09/09/2010
North Dakota	Approved	10/30/2014
Ohio	Approved	09/02/2010
Oklahoma	Approved	03/01/2013
Oregon	Approved	10/07/2013
Pennsylvania	Approved	09/09/2010
Rhode Island	Approved	10/10/2014
South Carolina	Approved	05/21/2014
South Dakota	Approved	02/28/2013
Tennessee	Approved	09/10/2013
Texas	Limited	08/26/2010
Utah	Approved	09/19/2013
Vermont	Approved	12/20/2010
Virginia	Approved	06/13/2011
Washington	Approved	08/30/2010
West Virginia	Approved	02/19/2014
Wisconsin	Approved	03/25/2014
Wyoming	Approved	04/24/2015

Firm Operations

Types of Business

This section provides the types of business, including non-securities business, the brokerage firm is engaged in or expects to be engaged in.

This firm currently conducts 2 types of businesses.

Types of Business

Private placements of securities
Other - FACILITATE PRIVATE COMPANY STOCK TRANSACTIONS

Other Types of Business

This firm does not effect transactions in commodities, commodity futures, or commodity options.
This firm does not engage in other non-securities business.

Non-Securities Business Description:

Firm Operations

Clearing Arrangements

This firm does not hold or maintain funds or securities or provide clearing services for other broker-dealer(s).

Introducing Arrangements

This firm does not refer or introduce customers to other brokers and dealers.

Firm Operations

Industry Arrangements

This firm does not have books or records maintained by a third party.

This firm does not have accounts, funds, or securities maintained by a third party.

This firm does not have customer accounts, funds, or securities maintained by a third party.

Control Persons/Financing

This firm does not have individuals who control its management or policies through agreement.

This firm does not have individuals who wholly or partly finance the firm's business.

Firm Operations

Organization Affiliates

This section provides information on control relationships the firm has with other firms in the securities, investment advisory, or banking business.

This firm is, directly or indirectly:

- **in control of**
- **controlled by**
- **or under common control with**

the following partnerships, corporations, or other organizations engaged in the securities or investment advisory business.

MICROANGEL PARTNERS LLC is under common control with the firm.

CRD #:	163660
Business Address:	2903 E 2ND ST AUSTIN, TX 78702
Effective Date:	06/15/2011
Foreign Entity:	No
Country:	
Securities Activities:	No
Investment Advisory Activities:	Yes
Description:	MICROANGEL PARTNERS LLC AND MICROVENTURE MARKETPLACE INC ARE UNDER COMMON CONTROL THROUGH CONTROL PERSON, WILLIAM CLARK, AND OWNERSHIP THROUGH MICROVENTURES INC.

This firm is not directly or indirectly, controlled by the following:

- **bank holding company**
- **national bank**
- **state member bank of the Federal Reserve System**
- **state non-member bank**
- **savings bank or association**
- **credit union**
- **or foreign bank**

Disclosure Events

All firms registered to sell securities or provide investment advice are required to disclose regulatory actions, criminal or civil judicial proceedings, and certain financial matters in which the firm or one of its control affiliates has been involved. For your convenience, below is a matrix of the number and status of disclosure events involving this brokerage firm or one of its control affiliates. Further information regarding these events can be found in the subsequent pages of this report.

	Pending	Final	On Appeal
Regulatory Event	0	1	0

Disclosure Event Details

What you should know about reported disclosure events:

1. **BrokerCheck provides details for any disclosure event that was reported in CRD. It also includes summary information regarding FINRA arbitration awards in cases where the brokerage firm was named as a respondent.**
2. **Certain thresholds must be met before an event is reported to CRD, for example:**
   - A law enforcement agency must file formal charges before a brokerage firm is required to disclose a particular criminal event.
3. **Disclosure events in BrokerCheck reports come from different sources:**
   - Disclosure events for this brokerage firm were reported by the firm and/or regulators. When the firm and a regulator report information for the same event, both versions of the event will appear in the BrokerCheck report. The different versions will be separated by a solid line with the reporting source labeled.
4. **There are different statuses and dispositions for disclosure events:**
   - A disclosure event may have a status of *pending, on appeal,* or *final.*
     - A "pending" event involves allegations that have not been proven or formally adjudicated.
     - An event that is "on appeal" involves allegations that have been adjudicated but are currently being appealed.
     - A "final" event has been concluded and its resolution is not subject to change.
   - A final event generally has a disposition of *adjudicated, settled* or *otherwise resolved.*
     - An "adjudicated" matter includes a disposition by (1) a court of law in a criminal or civil matter, or (2) an administrative panel in an action brought by a regulator that is contested by the party charged with some alleged wrongdoing.
     - A "settled" matter generally involves an agreement by the parties to resolve the matter. Please note that firms may choose to settle customer disputes or regulatory matters for business or other reasons.
     - A "resolved" matter usually involves no payment to the customer and no finding of wrongdoing on the part of the individual broker. Such matters generally involve customer disputes.
5. **You may wish to contact the brokerage firm to obtain further information regarding any of the disclosure events contained in this BrokerCheck report.**

Regulatory - Final

This type of disclosure event involves (1) a final, formal proceeding initiated by a regulatory authority (e.g., a state securities agency, self-regulatory organization, federal regulator such as the U.S. Securities and Exchange Commission, foreign financial regulatory body) for a violation of investment-related rules or regulations; or (2) a revocation or suspension of the authority of a brokerage firm or its control affiliate to act as an attorney, accountant or federal contractor.

Disclosure 1 of 1

Reporting Source:	Regulator
Current Status:	Final

Allegations:	WITHOUT ADMITTING OR DENYING THE FINDINGS, THE FIRM CONSENTED TO THE SANCTIONS AND TO THE ENTRY OF FINDINGS THAT IT FAILED TO FILE THE PRIVATE PLACEMENT MEMORANDUM WITH FINRA IN CONNECTION WITH OFFERINGS. THE FINDINGS STATED THAT THE FIRM ALSO MADE ONE LATE PRIVATE PLACEMENT FILING. ALTHOUGH THE FIRM USED AN AUTOMATED ALERT SYSTEM TO NOTIFY A COMPLIANCE PRINCIPAL ABOUT REQUIRED FILINGS, THE INDIVIDUAL WHO RECEIVED THE ALERTS DURING THE RELEVANT TIME PERIOD FAILED TO MAKE THE FILINGS. THE FIRM LATER TERMINATED THE COMPLIANCE PRINCIPAL'S ASSOCIATION WITH THE FIRM FOR FAILURE TO MAKE THE REQUIRED FILINGS.
Initiated By:	FINRA
Date Initiated:	12/30/2019
Docket/Case Number:	2017052392101
Principal Product Type:	Other
Other Product Type(s):	PRIVATEP
Principal Sanction(s)/Relief Sought:	Other
Other Sanction(s)/Relief Sought:	N/A
Resolution:	Acceptance, Waiver & Consent(AWC)
Resolution Date:	12/30/2019
Does the order constitute a final order based on violations of any laws or regulations that prohibit fraudulent, manipulative, or deceptive conduct?	No
Sanctions Ordered:	Censure Monetary/Fine $40,000.00
Other Sanctions Ordered:	
Sanction Details:	THE FIRM WAS CENSURED AND FINED $40,000. FINE PAID IN FULL ON 1/6/2020.

Reporting Source:	Firm
Current Status:	Final

Allegations:	ON DECEMBER 30, 2019, FINRA ISSUED A LETTER OF ACCEPTANCE, WAIVER, AND CONSENT ("AWC") TO MICROVENTURE MARKETPLACE, INC. ("MICROVENTURE", THE "FIRM") RELATING TO THE FIRM'S COMPLIANCE WITH FINRA RULES 5123 AND 2010. SPECIFICALLY, THE AWC FOUND THAT BETWEEN MARCH AND AUGUST OF 2017, THE FIRM FAILED TO MAKE A REQUIRED PRIVATE PLACEMENT MEMORANDUM FILING WITH FINRA PURSUANT TO RULE 5123 IN CONNECTION WITH TWENTY PRIVATE PLACEMENT OFFERINGS AND MADE ONE LATE RULE 5123 FILING. THE AWC FOUND THAT MICROVENTURE THEREFORE VIOLATED FINRA RULE 5123 AND FINRA RULE 2010.
Initiated By:	FINANCIAL INDUSTRY REGULATORY AUTHORITY (FINRA)
Date Initiated:	12/30/2019
Docket/Case Number:	MATTER NO. 2017052392101
Principal Product Type:	Other
Other Product Type(s):	PRIVATE PLACEMENT SECURITIES
Principal Sanction(s)/Relief Sought:	Civil and Administrative Penalt(ies) /Fine(s)
Other Sanction(s)/Relief Sought:	CENSURE
Resolution:	Acceptance, Waiver & Consent(AWC)
Resolution Date:	12/30/2019
Sanctions Ordered:	Censure Monetary/Fine $40,000.00
Other Sanctions Ordered:	
Sanction Details:	PURSUANT TO THE TERMS OF THE AWC, THE FIRM WAS SUBJECT TO A CENSURE AND REQUIRED TO PAY A FINE IN THE AMOUNT OF $40,000. THE FINE WAS PAID 01/06/2020.
Firm Statement	EFFECTIVE DECEMBER 30, 2019 MICROVENTURE MARKETPLACE, INC. ("MICROVENTURE") AGREED TO THE ENTRY OF A CENSURE AND $40,000 FINE FROM FINRA FOR VIOLATIONS OF FINRA RULES 5123 AND 2010 THROUGH A LETTER OF ACCEPTANCE, WAIVER, AND CONSENT ("AWC"). THE AWC STATED THAT BETWEEN MARCH 2017 AND AUGUST 2017, MICROVENTURE FAILED TO FILE PRIVATE PLACEMENT OFFERING DOCUMENTS WITH FINRA, AS REQUIRED BY FINRA RULE 5123, ON TWENTY SECURITIES OFFERINGS AND FAILED TO TIMELY FILE SUCH DOCUMENTS ON ONE SECURITIES OFFERING. THE AWC ALSO STATED: "ALTHOUGH MICROVENTURE USED AN AUTOMATED ALERT SYSTEM TO NOTIFY A COMPLIANCE PRINCIPAL ABOUT REQUIRED FILINGS, THE

INDIVIDUAL WHO RECEIVED THE ALERTS DURING THE RELEVANT TIME PERIOD NEVERTHELESS FAILED TO MAKE THE FILINGS. MICROVENTURE LATER TERMINATED THE COMPLIANCE PRINCIPAL'S ASSOCIATION WITH THE FIRM FOR FAILURE TO MAKE THE REQUIRED FILINGS."

End of Report

This page is intentionally left blank.