

MMAX MEDIA, INC.  
Form S-1  
October 14, 2011

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 14, 2011

Registration No. 333-\_\_\_\_\_

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

**FORM S-1**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**MMAX MEDIA, INC.**

*(Exact name of issuer as specified in its charter)*

**Nevada**  
*(State or other jurisdiction of  
incorporation or organization)*

**7380**  
*(Primary Standard Industrial  
Classification Code Number)*  
**511 N.E. 3rd Avenue, 1st Floor**

**20-4959207**  
*(I.R.S. Employer  
Identification No.)*

**Fort Lauderdale, Florida 33760**

**954 (800) 991-4534**

*(Address and telephone number of principal executive offices)*

**511 N.E. 3rd Avenue, 1st Floor**

**Fort Lauderdale, Florida 33760**

**954-(800) 991-4534**

*(Address of principal place of business or intended*

*principal place of business)*

**Edward Cespedes, Chief Executive Officer**

Edgar Filing: MMAX MEDIA, INC. - Form S-1

**511 N.E. 3rd Avenue, 1st Floor**

**Fort Lauderdale, Florida 33760**

**800-991-4534**

**954-302-8415 (fax)**

*(Name, address and telephone number of agent for service)*

*Copies to:*

**Brian Pearlman, Esq.**

**Quintairos, Prieto, Wood & Boyer, P.A.**

**One East Broward Blvd., Suite 1400**

**Fort Lauderdale, Florida 33301**

**954-523-7008**

**954-523-7009 (fax)**

**APPROXIMATE DATE OF PROPOSED SALE TO PUBLIC:** From time to time after this Registration Statement becomes effective.

If any of the securities registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act of 1933 registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated   
filer

Accelerated Filer

Non-accelerated  
filer

Smaller reporting  
company

---

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities To Be Registered</b>	<b>Amount To Be Registered</b>	<b>Proposed Maximum Offering Price Per Unit<sup>1</sup></b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock	25,833,145	\$0.25	\$6,458,286	\$ 740.12
Common Stock <sup>2</sup>	2,000,000 <sup>3</sup>	\$0.25	\$500,000	\$ 57.30
Common Stock <sup>2</sup>	300,000 <sup>4</sup>	\$0.25	\$75,000	\$ 8.60
Common Stock <sup>2</sup>	8,000,000 <sup>5</sup>	\$0.25	\$2,000,000	\$ 229.20
Common Stock <sup>2</sup>	500,000 <sup>6</sup>	\$0.25	\$125,000	\$ 14.33
Common Stock <sup>2</sup>	400,000 <sup>7</sup>	\$0.25	\$100,000	\$ 11.46
<b>Total Registration Fee</b>				<b>\$1,061.01</b>

1.

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457. The proposed maximum offering price per share and the proposed maximum aggregate offering price have been estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rules 457(c) under the Securities Act of 1933 on the basis of the average of the bid and asked price of our common stock on the OTC Markets on October 13, 2011, a date within five trading days prior to the date of the filing of this registration statement.

2.

Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(g). Shares issuable upon the exercise of warrants and options.

3.

Includes 2,000,000 shares of common stock underlying warrants exercisable at \$0.16 per share.

4.

Includes 300,000 shares of common stock underlying warrants exercisable at \$0.18 per share.

5.

Includes 8,000,000 shares of common stock underlying warrants exercisable at \$0.23 per share.

6.

Includes 500,000 shares of common stock underlying warrants exercisable at \$0.25 per share.

7.

Includes 400,000 shares of common stock underlying warrants exercisable at \$0.26 per share.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration

statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a) may determine.

---

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**PRELIMINARY PROSPECTUS, SUBJECT TO COMPLETION, OCTOBER 14, 2011**

**MMAX MEDIA, INC.**

**37,033,145 Shares of Common Stock**

This prospectus relates to periodic offers and sales of 37,033,145 shares of common stock by the selling security holders which includes:

up to 25,833,145 shares of common stock presently issued and outstanding; and

up to 11,200,000 shares of common stock issuable upon the possible exercise of our options and warrants

We will not receive any of the proceeds from the sale of common stock covered under this prospectus. To the extent the options and warrants are exercised, we will receive proceeds of the exercise price. We intend to use such proceeds for working capital and other general corporate purposes. The shares of common stock are being offered for sale by the selling security holders at prices established on the OTC Markets during the term of this offering. These prices will fluctuate based on the demand for the shares of common stock.

The selling security holders may sell their shares of common stock in the public market based on the market price at the time of sale or at negotiated prices or in transactions that are not in the public market. The selling security holders may also sell their shares of common stock in transactions that are not in the public market in the manner set forth under Plan of Distribution on page 35 of this prospectus.

Our common stock is quoted on the OTC Markets under the symbol MMAX . On \_\_\_\_\_, 2011 the last reported sale price for our common stock was \$0.\_\_\_\_\_ per share.

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 7 of this prospectus to read about the risks of investing in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

**The date of this prospectus is \_\_\_\_\_, 2011**

---

**MMAX MEDIA, INC.**

**TABLE OF CONTENTS**

<u>PROSPECTUS SUMMARY</u>	<u>1</u>
<u>SUMMARY OF THE OFFERING</u>	<u>3</u>
<u>TERMS OF THE OFFERING WITH THE SELLING SECURITY HOLDERS</u>	<u>4</u>
<u>SUMMARY FINANCIAL DATA</u>	<u>6</u>
<u>RISK FACTORS</u>	<u>7</u>
<u>FORWARD-LOOKING STATEMENTS</u>	<u>15</u>
<u>USE OF PROCEEDS</u>	<u>15</u>
<u>MARKET FOR COMMON STOCK AND RELATED MATTERS</u>	



16

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

17

BUSINESS

21

DIVIDEND POLICY

24

REPORT TO SHAREHOLDERS

24

LEGAL PROCEEDINGS

24

MANAGEMENT

25

EXECUTIVE COMPENSATION

27

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

29

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

29

DESCRIPTION OF SECURITIES

29

SELLING SECURITY HOLDERS

30

PLAN OF DISTRIBUTION

35

INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

37

LEGAL MATTERS

37

EXPERTS

37

WHERE YOU CAN FIND MORE INFORMATION

37

INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

F-1



### **ABOUT THIS PROSPECTUS**

You should only rely on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

### **OTHER PERTINENT INFORMATION**

We own and operate several websites, including [www.paymeon.com](http://www.paymeon.com) and [www.hyperloc.com](http://www.hyperloc.com). The information which appears on these websites is not part of this prospectus.

## PROSPECTUS SUMMARY

The following summary highlights selected information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the RISK FACTORS section, the financial statements and the notes to the financial statements. As used throughout this prospectus, the terms MMAX Media, MMAX, Company, we, us, or our refer to MMAX Media, Inc. and its subsidiaries.

### Business Overview

MMAX Media, Inc. is a development stage company that owns and operates products aimed at the location-based marketing industry. We develop and market products that provide merchants and consumers with mobile marketing services and offers, including but not limited to, mobile coupons, mobile business cards, mobile websites, use of SMS short codes and contest management.

MMAX Media, Inc. is a Nevada corporation organized on May 30, 2006. On March 16, 2011 we completed an agreement and plan of merger (the Merger Agreement) to acquire Hyperlocal Marketing, LLC, a Florida limited liability company (Hyperlocal), pursuant to which Hyperlocal merged with and into HLM Paymeon, Inc., a Florida corporation and wholly owned subsidiary of MMAX. Hyperlocal was a development stage Florida company, organized on January 22, 2010. Pursuant to the terms of the merger agreement, Tommy Habeeb resigned as our chief executive officer and director and Edward Cespedes was appointed to serve as our chief executive officer and director. Under the terms of the merger agreement, the Hyperlocal members received 20,789,395 shares of MMAX common stock, which equal approximately 50.1% of the total shares of MMAX issued and outstanding following the merger on a fully diluted basis. In accordance with ASC Topic 360-10-45-15, Hyperlocal is considered the accounting acquirer and MMAX is considered the accounting acquiree.

Hyperlocal supports multiple text messaging services such as WAP, MMS and XHTML, runs on a commercial grade mobile marketing platform used by the National Football League, Major League Baseball and others and operates with all major mobile carriers, including AT&T, Sprint, T-Mobile and Verizon. The fully-integrated interface allows for web-based monitoring of customers. It provides access to real-time statistics for each customer's account, including incoming and outgoing messages, number of keywords, credits, account status and more.

Hyperlocal has also developed PayMeOn, a product designed to offer its customers income potential through the purchase and referral of coupon-style deals through its mobile and web interfaces.

We had total assets of \$85,055 and \$41,354 at December 31, 2010 and June 30, 2011, respectively. From inception through June 30, 2011, we had revenues of \$47,616 and a net loss of \$5,317,738. At December 31, 2010, we had a cash balance of approximately \$14,000, a working capital deficit of approximately \$7,000 and an accumulated deficit of approximately \$254,000. Losses have principally occurred as a result of the impairment of goodwill associated with the mixed martial arts television production business that was operated by the Company prior to the acquisition by Hyperlocal on March 16, 2011. Additional losses have occurred as a result of the substantial resources required for research and development and marketing of the Hyperlocal products which included the general and administrative expenses associated with its organization and product development. We expect operating losses to continue, mainly due to the anticipated expenses associated with the marketing of our products.

### Subsequent Events

During July and August 2011, the Company received subscriptions for the purchase of an aggregate of 2,080,000 shares of its common stock from 11 subscribers at a purchase price of \$0.125 per share for gross proceeds of \$260,000. No fees or commissions were paid in connection with the subscriptions.

**Organization**

MMAX holds a wholly owned interest in the HLM Paymeon, Inc., a Florida corporation.

There is currently a limited public market for our common stock which is quoted on the OTC Markets under the symbol MMAX .

## **Risk Factors**

Our ability to successfully operate our business and achieve our goals and strategies is subject to numerous risks as discussed more fully in the section titled "Risk Factors", including for example:

Lack of working capital required to develop our business;

Our ability to continue as a going concern;

Our limited operating history;

Inability to attract consumers;

Inability to create successful marketing campaigns;

Inability to effectively compete in a diverse and competitive industry;

Inability to effectively manage growth; and

The possibility of losing key members of our senior management.

Any of the above risks could materially and adversely affect our business, financial position and results of operations. An investment in our common stock involves a high degree of risk. You should read and consider the information set forth in "Risk Factors" and all other information set forth in this prospectus before investing in our common stock.

## **Corporate Information**

Our executive offices are located at 511 N.E. 3rd Avenue, 1st Floor, Fort Lauderdale, Florida 33760; our telephone number is (800) 991-4534.





## SUMMARY OF THE OFFERING

<b>Common stock outstanding before the offering:</b>	44,646,539
<b>Common stock offered by selling security holders</b>	Up to 37,033,145 shares of common stock, including 11,200,000 shares underlying options and warrants.

The maximum number of shares of common stock to be sold by the selling security holders, 37,033,145 shares, represents approximately 66% of our current outstanding common stock.

The selling security holders will offer their shares at prevailing market prices or privately negotiated prices. Our common stock is currently quoted on the OTC Markets under the symbol MMAX . On \_\_\_\_\_, 2011, the last sale price of our common stock was \$0.\_\_\_\_.

<b>Common stock to be outstanding after the offering</b>	Up to 47,245,539 shares based on 44,646,539 shares of common stock outstanding as of October 12, 2011, and the exercise of all 2,600,000 shares underlying currently exercisable outstanding options and warrants. Excluded 8,600,000 shares of common stock underlying options and warrants that vest over three years.
--	--

<b>Use of proceeds</b>	We could receive up to \$2,443,000 related to warrant exercise proceeds, in the event the options and warrants are exercised. We will use the proceeds from the exercise of the warrants for general corporate purposes, which may include, among other things, product development, advertising (including media expense), working capital needs and other general corporate purposes, including sales and marketing expenditures.
------------------------	---

See Use of Proceeds on page \_\_\_\_.

<b>Risk Factors</b>	The purchase of our common stock involves a high degree of risk. You should carefully review and consider Risk Factors beginning on page _____. As with any investment, there are certain risks involved in this offering. All potential investors should consult their own tax, legal and investment advisors prior to making any decision regarding this offering. The purchase of the Shares is highly speculative and involves a high degree of risk, including, but not necessarily limited to, the Risk Factors described herein. Any person who cannot afford the loss of their entire investment should not purchase our shares of common stock.
---------------------	--



## TERMS OF THE OFFERING WITH THE SELLING SECURITY HOLDERS

Pursuant to the Merger Agreement effective March 16, 2011, we issued to 26 holders of Hyperlocal membership interests 20,789,395 shares of the Company representing approximately 50.1% of the outstanding shares of the Company on a fully diluted basis in consideration of a 100% wholly owned interest in Hyperlocal. There were 26 members of Hyperlocal prior to the merger.

During the six months ended June 30, 2011, we completed a private placement and sold an aggregate of 2,210,000 shares of restricted shares of Common Stock to 13 accredited investors for gross proceeds of \$275,000 (\$0.125 per share). We did not pay any commissions in connection with the private placement. Subscribers to the private placement received registration rights which provide that purchasers under the private placement are entitled to liquidated damages if a registration statement covering the resale of the 2,210,000 shares of common stock sold under the private placement (the Registrable Securities) is not filed within 60 days of the termination date of the private placement and declared effective within 180 days of the termination date. The Company shall make pro rata payments to each private placement shareholder, in an amount equal to 1.0% of the aggregate amount invested by such Holder (based upon the number of Registrable Securities then owned by such holder) for each 30-day period or pro rata for any portion thereof following the date by which such Registration Statement should have been filed or effective (the Blackout Period). Such payments shall constitute the private placement shareholder's exclusive monetary remedy for such events, but shall not affect the right of the holder to seek injunctive relief. The amounts payable as liquidated damages shall be paid monthly within 10 business days of the last day of each month following the commencement of the Blackout Period until the termination of the Blackout Period. Such payments shall be made to each holder at the sole option of the Company in either cash or shares of Common Stock. Furthermore, the damages payable to each holder shall not exceed 6% of the aggregate amount invested by such holder. At September 30, 2011, the Company had not filed the required registration statement and accrued \$16,575 of liquidated damages. Therefore, we issued 63,750 shares of common stock valued at \$0.26 per share, which was the closing price of our common stock on September 30, 2011 (an aggregate of \$16,750.26) to the private placement shareholders as payment of liquidated damages.

Effective March 16, 2011, the Company issued 144,000 shares of its common stock to a note holder pursuant to the conversion of a \$15,000 promissory note dated January 21, 2011, issued by Hyperlocal. Such promissory note automatically converted into shares of the Company's common stock upon closing of the Merger Agreement.

Effective March 16, 2011, the Company issued 250,000 shares of common stock to the holder of Hyperlocal promissory notes dated December 10, 2010 and February 3, 2011 in the aggregate principal amount of \$30,000.

Effective March 16, 2011, the Company issued 100,000 shares of common stock to a service provider in consideration of legal and business advisory services.

Effective March 24, 2011, the Company issued a warrant exercisable to purchase 500,000 shares of the Company's common stock at a price per share of \$0.25 for a period of 3 years. The warrant was issued pursuant to the terms of an advisory services agreement.

In addition, during July 2011 we issued options to three consultants and employees to purchase an aggregate of 400,000 shares of common stock, exercisable at \$0.26 per share, for a period of three years. The options were issued in consideration of consulting and employment services.

During July and August 2011, the Company received subscriptions for the purchase of an aggregate of 2,080,000 shares of its common stock from 11 subscribers at a purchase price of \$0.125 per share for gross proceeds of \$260,000. No fees or commissions were paid in connection with the subscriptions.

During September 2011 we issued 200,000 shares of common stock and options to purchase 300,000 shares of common stock exercisable at \$0.18 per share to a consultant. The shares and options were issued in partial consideration of marketing services. The options are exercisable for a period of 3 years.

During September 2011 the Company has issued warrants to purchase an aggregate of 10,000,000 shares of common stock to 8 consultants. The warrants are exercisable for a period of 3 years at prices ranging from \$0.16 per share to \$0.23 per share. The warrants were issued in consideration of business consulting services. There are 2,000,000 warrants exercisable at \$0.16 per share that are currently vested. None of the warrants exercisable at \$0.23 are currently vested. Warrants exercisable at \$0.23 vest as follows: warrants to purchase 2,665,999 shares vest on September 8, 2012; warrants to purchase 2,666,001 shares vest on September 8, 2013; and warrants to purchase 2,668,000 shares vest on September 8, 2014.

The Company will receive up to \$2,443,000, in the event the warrants and options are exercised. The proceeds, if any, will be used for general working capital purposes.

**Forward-Looking Statements**

This prospectus contains forward-looking statements that address, among other things, our strategy to develop our business, projected capital expenditures, liquidity, and our development of additional revenue sources. The forward-looking statements are based on our current expectations and are subject to risks, uncertainties and assumptions. We base these forward-looking statements on information currently available to us, and we assume no obligation to update them. Our actual results may differ materially from the results anticipated in these forward-looking statements, due to various factors.

### SUMMARY FINANCIAL DATA

In the table below, we provide you with historical summary financial information for the period from inception (January 22, 2010) through December 31, 2010, derived from the audited financial statements included elsewhere in this prospectus. We also provide below consolidated financial information for the six months ended June 30, 2011 derived from our unaudited consolidated financial statements included elsewhere in this prospectus. Historical results are not necessarily indicative of the results that may be expected for any future period. When you read this historical summary consolidated financial information, you should also consider the historical financial statements and related notes, and the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations.

#### Statements of Operations Data:

	<b>Period From</b>	
	<b>Inception</b>	<b>Six Months</b>
	<b>(January 22, 2010)</b>	<b>Ended</b>
	<b>through</b>	<b>June 30,</b>
	<b>December 31,</b>	<b>June 30,</b>
	<b>2010</b>	<b>2011</b>
		<b>(unaudited)</b>
Revenues	\$ 4,555	\$ 18,643
Total operating expenses	\$ 79,972	\$ 5,030,744
Net Loss	\$ (75,417)	\$ (5,063,402)
Net Loss per share – basic and fully diluted	\$ (0.00)	\$ (0.17)
Weighted average shares outstanding	20,582,076	30,056,795

#### Balance Sheet Data:

	<b>As of</b>	
	<b>December 31,</b>	<b>As of</b>
	<b>2010</b>	<b>June 30,</b>
		<b>2011</b>
		<b>(unaudited)</b>
Current assets	\$ 16,071	\$ 54,776
Total assets	\$ 41,354	\$ 85,055
Total liabilities	\$ 22,960	\$ 63,456
Working capital (deficit)	\$ (6,889)	\$ (8,680)
Stockholders' Equity (deficit)	\$ 18,394	\$ 21,599

### CAPITALIZATION

Edgar Filing: MMAX MEDIA, INC. - Form S-1

The following tables set forth our capitalization as of June 30, 2011. The tables should be read in conjunction with our consolidated unaudited financial statements and related notes included elsewhere in this prospectus.

Current Liabilities	\$ 63,456
Shareholders' equity:	
Preferred Stock, \$0.001 par value, 5,000,000 shares authorized, 277,733 shares issued and outstanding	277
Common stock, \$0.001 par value, 195,000,000 shares authorized, 39,505,459 shares issued and outstanding	39,503
Additional paid-in capital	5,299,557
Deficit accumulated during development stage	(5,317,738)
Total shareholders' equity	21,599
Total liabilities and shareholders' equity	\$ 85,055

## RISK FACTORS

You should carefully consider the risks described below as well as other information provided to you in this document, including information in the section of this document entitled Forward Looking Statements. If any of the following risks actually occur, the Company's business, financial condition or results of operations could be materially adversely affected, the value of the Company common stock could decline, and you may lose all or part of your investment.

### **Risks Related to Our Business and Industry**

*Our independent auditors have raised substantial doubt about our ability to continue as a going concern.*

As an early stage company, we have not yet generated significant revenues. We have incurred operating losses since its inception and will continue to incur net losses until we can produce sufficient revenues to cover its costs. Our independent auditors have included in their audit report an explanatory paragraph that states that our net loss and working capital deficiency raises substantial doubt about our ability to continue as a going concern.

*We have a limited operating history, have incurred net losses in the past and expect to incur net losses in the future.*

We have a limited operating history and has not recorded a profit since inception. As a result of this, and the uncertainty of the market in which we operate, we cannot reliably forecast our future results of operations. We expect to increase its operating expenses in the future as a result of developing, refining and implementing a sales strategy.

As of June 30, 2011 we have incurred net losses from inception of approximately \$5,317,738. There is no guarantee we will be profitable in the future. In addition, we expect our operating expenses to increase in the future as we expand our operations. If our operating expenses exceed our expectations, our financial performance could be adversely affected. If our revenue does not grow to offset these increased expenses, we may not be profitable in any future period. Our recent revenue growth may not be indicative of our future performance. In future periods, we may not have any revenue growth, or our revenue could decline.

*We have a short operating history and a new business model in an emerging and rapidly evolving market. This makes it difficult to evaluate our future prospects and increases the risk of your investment.*

We have very little operating history for you to evaluate in assessing our future prospects. You must consider our business and prospects in light of the risks and difficulties we will encounter as an early-stage company in a new and rapidly evolving market. We may not be able to successfully address these risks and difficulties, which could materially harm our business and operating results. In addition, we do not know if our current business model will operate effectively during the current economic downturn. Furthermore, we are unable to predict the likely duration and severity of the adverse economic conditions in the U.S. and other countries, but the longer the duration the greater risks we face in operating our business. There can be no assurance, therefore, that current economic conditions or worsening economic conditions, or a prolonged or recurring recession, will not have a significant adverse impact on our operating and financial results.

*We cannot assure you that we will be able to develop the infrastructure necessary to achieve the potential sales growth.*



Achieving revenue growth will require that we develop additional infrastructure in sales, technical and client support functions. We cannot assure you that we can develop this infrastructure or will have the capital to do so. We will continue to design plans to establish growth, adding sales and sales support resources as capital permits, but at this time these plans are untested. If we are unable to use any of our current marketing initiatives or the cost of such initiatives were to significantly increase or such initiatives or its efforts to satisfy existing clients are not successful, we may not be able to attract new clients or retain existing clients on a cost-effective basis and, as a result, our revenue and results of operations would be affected adversely.

***The markets that we are targeting for revenue opportunities are new and rapidly developing and may change before we can access them.***

The markets for traditional Internet and mobile Web products and services that we are targeting for revenue opportunities are changing rapidly and are being pursued by many other companies, and the barriers to entry are relatively low. We cannot provide assurance that we will be able to realize these revenue opportunities before they change or before other companies dominate the market. Furthermore, we have based certain of our revenue opportunities on statistics provided by third party industry sources. Such statistics are based on ever changing customer preferences due to our rapidly changing industry. These statistics, including some of the statistics referenced in this memorandum, have not been independently verified by our company. With the introduction of new technologies and the influx of new entrants to the market, we expect competition to persist and intensify in the future, which could harm our ability to increase sales, limit client attrition and maintain our prices.

***We will need additional capital to fund our operations.***

We believe that we will require additional capital to fund the anticipated expansion of our business and to pursue targeted revenue opportunities. We cannot assure you that we will be able to raise additional capital. If we are able to raise additional capital, we do not know what the terms of any such capital raising would be. In addition, any future sale of our equity securities would dilute the ownership and control of your shares and could be at prices substantially below prices at which our shares currently trade. Our inability to raise capital could require us to significantly curtail or terminate our operations.

***We may need additional capital, which, if obtained, could result in dilution or significant debt service obligations. We may not be able to obtain additional capital on commercially reasonable terms, which could adversely affect our liquidity and financial position.***

We may require additional cash resources; and may seek to increase our cash reserves through the sale of additional equity or debt securities. The sale of convertible debt securities or additional equity securities could result in additional dilution to our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations and liquidity. In addition, our ability to obtain additional capital on acceptable terms is subject to a variety of uncertainties. We cannot assure you that financing will be available in amounts or on terms acceptable to us, if at all. Any failure to raise additional funds on favorable terms could have a material adverse effect on our liquidity and financial condition.

***We face significant competition from large and small companies offering products and services related to mobile marketing technologies and services, targeted advertising delivery and the delivery of Web-based video.***

Our current and potential competitors may have significantly more financial, technical, marketing and other resources than we do and may be able to devote greater resources to the development, promotion, sale and support of their products. Our current and potential competitors may have more extensive client bases and broader client relationships than our company. In addition, these companies may have longer operating histories and greater name recognition. These competitors may be better able to respond quickly to new technologies and to undertake more extensive marketing campaigns. If we are unable to compete with such companies, we may never generate demand for our products.

***If we fail to promote and maintain our brand in a cost-effective manner, we may lose (or fail to gain) market share and our revenue may decrease.***

We believe that developing and maintaining awareness of the PayMeOn brands in a cost-effective manner is critical to its goal of achieving widespread acceptance of our existing and future technologies and services and attracting new clients. Furthermore, we believe that the importance of brand recognition will increase as competition in our industry increases. Successful promotion of the brand will depend largely on the effectiveness of our marketing efforts and the effectiveness and affordability of our products and services for our target client demographic. Historically, efforts to build brand recognition have involved significant expense, and it is likely that our future marketing efforts will require us to incur significant expenses. Such brand promotion activities may not yield increased revenue and, even if they do, any revenue increases may not offset the expenses we incur to promote our brand. If we fail to successfully promote and maintain the our brand, or if we incur substantial expenses in an unsuccessful attempt to promote and maintain the brand, we may lose existing clients to our competitors or be unable to attract new clients, which would cause revenue to decrease.

***If we do not innovate and provide products and services that are useful to users, revenues and operating results could suffer.***

Our success depends on providing products and services that clients use to promote their brands and products via mobile Web or other Web-based advertising. Competitors are constantly developing innovations in customized communications, including technologies and services related to mobile marketing and targeted ad delivery. As a result, we must continue to invest significant resources in research and development in order to enhance existing products and services and introduce new high-quality products and services that people will use. If we are unable to predict user preferences or industry changes, if we are unable to manage our projects or product enhancements, or if we are unable to modify our products and services on a timely basis, we may lose users, clients and advertisers. Our operating results would also suffer if innovations are not responsive to the needs of users, clients and advertisers, are not appropriately timed with market opportunity or are not effectively brought to market.

***The success of our business depends on the continued growth and acceptance of mobile marketing/advertising as a communications tool, and the related expansion and reliability of the Internet infrastructure. If consumers do not continue to use the mobile Web or alternative communications tools gain popularity, demand for our marketing and advertising technologies and services may decline.***

The future success of our business depends on the continued and widespread adoption of mobile marketing as a significant means of advertising and marketing communication. Security problems such as viruses, worms and other malicious programs or reliability issues arising from outages and damage to the Internet infrastructure could create the perception that mobile or Web-based marketing/advertising is not a safe and reliable means of communication, which would discourage businesses and consumers from using such methods. Any decrease in the use of mobile devices or Web-based video resources would reduce demand for our marketing technologies and services and harm our business.

***If we fail to manage our anticipated growth, our business and operating results could be harmed.***

If we do not effectively manage our anticipated growth, the quality of our products and services could suffer, which could negatively affect our brand and operating results. To effectively manage our potential growth, we will need to improve our operational, financial and management controls and our reporting systems and procedures. These systems enhancements and improvements may require significant capital expenditures and allocation of valuable management resources. If the improvements are not implemented successfully, our ability to manage our growth will be impaired and we may have to make significant additional expenditures to address these issues, which could harm our financial position.

***Our relationships with our channel partners may be terminated or may not continue to be beneficial in generating new clients, which could adversely affect our ability to increase our client base.***

We maintain a network of active channel partners which refer clients to us within different business verticals. If we are unable to maintain contractual relationships with existing channel partners or establish new contractual relationships with potential channel partners, we may experience delays and increased costs in adding clients, which could have a material adverse effect on us. The number of clients we are able to add through these marketing relationships is dependent on the marketing efforts of our partners over which we exercise very little control.

***Competition for employees in our industry is intense, and we may not be able to attract and retain the highly skilled employees whom we need to support our business.***

Competition for highly skilled technical and marketing personnel is intense and we continue to face difficulty identifying and hiring qualified personnel in certain areas of our business. We may not be able to hire and retain such personnel at compensation levels consistent with existing compensation structure. Many of the companies with which we compete for experienced employees have greater resources than we have and may be able to offer more attractive terms of employment. In particular, candidates making employment decisions, particularly in high-technology industries, often consider the value of any equity they may receive in connection with their employment. As a result, any significant volatility in the price of our stock may adversely affect our ability to attract or retain highly skilled technical and marketing personnel.

In addition, we invest significant time and expense in training employees, which increases their value to competitors who may seek to recruit them. If we fail to retain our employees, we could incur significant expenses in hiring and

training their replacements and the quality of our services and our ability to serve our clients could diminish, resulting in a material adverse effect on our business.

***Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products, services and brand.***

We have not yet applied for any patent or trademark protection. In addition, there are events that are outside of our control that pose a threat to our intellectual property rights. For example, effective intellectual property protection may not be available in every country in which our products and services are distributed or made available through the internet. Also, the efforts we have taken to protect our proprietary rights may not be sufficient or effective, and we may not prevail in legal proceedings to prosecute alleged patent infringement or intellectual property misappropriation. Any significant impairment of our intellectual property rights could harm our business or our ability to compete. Also, protecting our intellectual property rights is costly and time consuming. Any increase in the unauthorized use of our intellectual property could make it more expensive to do business and harm our operating results.

We also seek to maintain certain intellectual property as trade secrets. The secrecy could be compromised by third parties, or intentionally or accidentally by our employees, which would cause us to lose the competitive advantage resulting from these trade secrets.

***We may in the future be subject to intellectual property rights claims, which are costly to defend, could require us to pay damages and could limit our ability to use certain technologies in the future.***

Companies in the internet, technology and media industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. As we face increasing competition, the possibility of intellectual property rights claims against us grows. Our technologies may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time-consuming, expensive to litigate or settle and could divert management resources and attention.

With respect to any intellectual property rights claim, we may have to pay damages or stop using technology found to be in violation of a third party's rights. We may have to seek a license for the technology, which may not be available on reasonable terms and may significantly increase our operating expenses. We have not fully reviewed and assessed the potential intellectual claims centered on our latest asset purchases, mergers, or acquisitions to evaluate any technology licenses required. The technology also may not be available for license to us at all. As a result, we may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If we cannot license or develop technology for the infringing aspects of our business, we may be forced to limit our product and service offerings and may be unable to compete effectively. Any of these results could harm our brand and operating results.

***Our ability to offer our products and services may be affected by a variety of U.S. and foreign laws.***

The laws relating to the liability of providers of online and mobile marketing services for activities of their users are in their infancy and currently unsettled both within the U.S. and abroad. Future regulations could affect our ability to provide current or future programming.

***We will depend on the services of Edward Cespedes and he is not required to dedicate all of his time to our business and operations.***

We rely on Edward Cespedes, as our sole officer and director. Mr. Cespedes is not required to dedicate all of his time and resources to our company. The loss of the services of Mr. Cespedes or Mr. Cespedes inability to dedicate 100% of his time and resources to our company could materially harm our business. In addition, we do not presently maintain a key-man life insurance policy on Mr. Cespedes.

Our future depends, in part, on our ability to attract and retain key personnel. Our future also depends on the continued contributions of other key technical and marketing personnel. The loss of key personnel and the process to replace any of our key personnel would involve significant time and expense, may take longer than anticipated and may significantly delay or prevent the achievement of our business objectives.

***Our current management must manage transition to a reporting company which may put us at a competitive disadvantage.***

Our management team may not successfully or efficiently manage our transition into a public company that will be subject to significant regulatory oversight and reporting obligations under federal securities laws. In particular, these new obligations will require substantial attention from our executive officers and may divert their attention away from the day-to-day management of our business, which would materially and adversely impact our business operations. Hyperlocal intends to hire additional executive level employees, but there can be no assurance that our current or future management team will be able to implement and affect programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance, and reporting requirements. Our failure to do so could lead to penalties, loss of trading liquidity, and regulatory actions and further result in the deterioration of our business through the redirection of resources.

***Problems with third party hosting companies or our inability to receive third party approvals for our products could harm us.***

We rely on third-party hosting companies. Any disruption in the network access or co-location services provided by these third-party providers or any failure of these third-party providers to handle current or higher volumes of use could significantly harm our business. In addition, we depend on third parties to approve our products. If such approvals are unable to be obtained or are not obtained in a timely fashion, our ability to access additional users and customers from those products would be significantly diminished.

***Our business depends on the growth and maintenance of the Internet infrastructure.***

Our success will depend on the continued growth and maintenance of the internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity and security for providing reliable internet services. Internet infrastructure may be unable to support the demands placed on it if the number of internet users continues to increase or if existing or future internet users access the internet more often or increase their bandwidth requirements. In addition, viruses, worms and similar programs may harm the performance of the internet. The internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage as well as our ability to provide our solutions.

***Our operating results may fluctuate.***

Our operating results may fluctuate as a result of a number of factors, many of which are outside of our control. The following factors may affect our operating results:

Our ability to compete effectively.



Our ability to continue to attract clients.

Our ability to attract revenue from advertisers and sponsors.

The amount and timing of operating costs and capital expenditures related to the maintenance and expansion of our business, operations and infrastructure.

General economic conditions and those economic conditions specific to the internet and internet advertising.

Our ability to keep our websites operational at a reasonable cost and without service interruptions.

The success of our product expansion.

Our ability to attract, motivate and retain top-quality employees.

***Failure to retain and attract qualified personnel could harm our business.***

Aside from Mr. Cespedes, our success depends on our ability to attract, train and retain qualified personnel. Competition for qualified personnel is intense and we may not be able to hire sufficient personnel to support the anticipated growth of our business. If we fail to attract and retain qualified personnel, our business will suffer. Additionally, companies whose Employees accept positions with competitors often claim that such competitors have engaged in unfair hiring practices. We may receive such claims in the future as we seek to hire qualified Employees. We could incur substantial costs in defending against any such claims.

***We may have difficulty managing any future growth.***

The implementation of our business objectives, we may need to grow rapidly; brisk growth would lead to increased responsibility for both existing and new management personnel. In an effort to manage such growth, we must maintain and enhance our financial and accounting systems and controls, hire and integrate new personnel and manage expanded operations. Despite systems and controls, growth is expected to place a significant strain on our management systems and resources. We will need to continue to improve our operational, managerial and financial controls, reporting systems and procedures, and will need to continue to expand, train and manage our work force. Failure to manage our future growth would have a material adverse effect on the quality of our operations, ability to retain customers and key personnel and operating results and financial condition.

***We may not be successful in finding or marketing new products.***

Our business operations and financial performance depends on the ability to attract and market new products on a consistent basis. In the direct marketing industry, the average product life cycle varies from six months to four years, based on numerous factors, including competition, product features, distribution channels utilized, cost of goods sold and effectiveness of advertising. Less successful products have shorter life cycles. The majority of products are submitted by inventors. There can be no assurance that we will be successful in acquiring rights to quality products. We select new products based upon management's expertise and limited market studies. As a result, we need to acquire the rights to quality products with sufficient margins and consumer appeal to justify the acquisition costs. There can be no assurance that chosen products will generate sufficient revenues to justify the acquisition and marketing costs.

***Our industry is new and we are subject to uncertain regulation.***

We are subject to a number of foreign and domestic laws and regulations that affect companies conducting business on the internet, many of which are still evolving and could be interpreted in ways that could harm our business. In the United States and abroad, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims. These regulations and laws may involve taxation, tariffs, subscriber privacy, data protection, content, copyrights, distribution, electronic contracts and other communications, consumer protection, the provision of online payment services and the characteristics and quality of services. It is not clear how existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy apply to the internet as the vast majority of these laws were adopted prior to the advent of the internet and do not contemplate or address the unique issues raised by the internet or e-commerce. In addition, it is possible that governments of one or more countries may seek to censor content available on our websites or may even attempt to completely block access to our websites. Accordingly, adverse legal or regulatory developments could substantially harm our business.

The CARD Act, as well as the laws of most states, contain provisions governing product terms and conditions of gift cards, gift certificates, stored value or pre-paid cards or coupons ("gift cards"), such as provisions prohibiting or limiting the use of expiration dates on gift cards or the amount of fees charged in connection with gift cards or requiring specific disclosures on or in connection with gift cards. PayMeOn coupon, gift card, stored value or prepaid card offers generally are included within the definition of "gift cards" in many of these laws. In addition, certain foreign jurisdictions have laws that govern disclosure and certain product terms and conditions, including restrictions on expiration dates and fees that may apply to PayMeOn offers. However, the CARD Act as well as a number of states and certain foreign jurisdictions also have exemptions from the operation of these provisions or otherwise modify the application of these provisions applicable to gift cards that are issued as part of a promotion or promotional program. If PayMeOn offers are subject to the CARD Act, and are not included in the exemption for promotional programs, it is possible that the purchase value, which is the amount equal to the price paid for the offer, or the promotional value, which is the add-on value of the offer in excess of the price paid, or both, may not expire before the later of (i) five years after the date on which the offer was issued or the date on which the customer

last loaded funds on the offer if the offer has a reloadable feature; (ii) the offers stated expiration date (if any), unless offers come within an exemption in the CARD Act for promotional programs; or (iii) a later date provided by applicable state law. In addition, regardless of whether an exemption for PayMeOn offers applies under the CARD Act, in those states that prohibit or otherwise restrict expiration dates on gift cards that are defined to include offers and that do not have exemptions that apply to the purchase value or the promotional value, or both, of offers, PayMeOn offers may be required to be honored for the full offer value (the total of purchase value and promotional value) until redeemed. There can be no assurance that as PayMeOn incorporates new requirements as detailed under the CARD Act that merchants will continue to offer PayMeOn offers.

In addition, some states and foreign jurisdictions also include gift cards under their unclaimed and abandoned property laws which require companies to remit to the government the value of the unredeemed balance on the gift cards after a specified period of time (generally between one and five years) and impose certain reporting and recordkeeping obligations. We do not remit any amounts relating to unredeemed PayMeOn offers based upon our assessment of applicable laws. The analysis of the potential application of the unclaimed and abandoned property laws to PayMeOn offers is complex, involving an analysis of constitutional and statutory provisions and factual issues, including our relationship with customers and merchants and our role as it relates to the issuance and delivery of our offers.

***Regulation concerning data protection are evolving and the manner in which we handle personal data may be inconsistent with the interpretation of current laws.***

Many states have passed laws requiring notification to subscribers when there is a security breach of personal data. There are also a number of legislative proposals pending before the U.S. Congress, various state legislative bodies and foreign governments concerning data protection. In addition, data protection laws in Europe and other jurisdictions outside the United States may be more restrictive, and the interpretation and application of these laws are still uncertain and in flux. It is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data practices. If so, in addition to the possibility of fines, this could result in an order requiring that we change our data practices, which could have an adverse effect on our business. Furthermore, the Digital Millennium Copyright Act has provisions that limit, but do not necessarily eliminate, our liability for linking to third-party websites that include materials that infringe copyrights or other rights, so long as we comply with the statutory requirements of this act. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

***Our management has limited experience as a reporting company.***

Our management team may not successfully or efficiently manage our transition to a reporting company subject to significant regulatory oversight and reporting obligations under federal securities laws. In particular, these new obligations will require substantial attention from our executive officers and may divert their attention from the day-to-day management of our business, which would materially and adversely impact our business operations. We will seek to hire additional executive level Employees with experience as a reporting company, however there can be no assurance that our current or future management team will be able to adequately respond to such increased legal, regulatory compliance, and reporting requirements. Our failure to do so could lead to penalties, loss of trading liquidity, and regulatory actions and further result in the deterioration of our business through the redirection of resources.

## **Risks Related to this Offering**

***There may not be sufficient liquidity in the market for our securities in order for investors to sell their securities.***

There is currently only a limited public market for our common stock, which is quoted on the OTC Markets and there can be no assurance that a trading market will develop further or be maintained in the future.

***The Shares are an illiquid investment and transferability of the Shares is subject to significant restriction.***

There is presently a limited market for our common stock and we cannot be certain that there will be sufficient liquidity to allow for sale or transferability of the Shares within the near future. Therefore, the purchase of the Shares must be considered a long-term investment acceptable only for prospective investors who are willing and can afford to accept and bear the substantial risk of the investment for an indefinite period of time. A prospective investor, therefore, may not be able to liquidate its investment, even in the event of an emergency, and Shares may not be acceptable as collateral for a loan.

***Our shares are subject to the U.S. Penny Stock Rules and investors who purchase our shares may have difficulty re-selling their shares as the liquidity of the market for our shares may be adversely affected by the impact of the Penny Stock Rules.***

Our stock is subject to U.S. Penny Stock rules, which may make the stock more difficult to trade on the open market. Our common shares are currently traded on the Pink Sheets or the OTCBB. A penny stock is generally defined by regulations of the SEC as an equity security with a market price of less than \$5.00 per share, unless the security is listed for trading on certain exchanges and subject to certain exemptions.

If an investor buys or sells a penny stock, SEC regulations require that the investor receive, prior to the transaction, a disclosure explaining the penny stock market and associated risks. Furthermore, trading in our common stock will be subject to Rule 15c-9 of the Exchange Act, which relates to non-NASDAQ and non-exchange listed securities. Under this rule, broker/dealers who recommend our securities to persons other than established customers and accredited investors must make a special written suitability determination for the purchaser and receive the purchaser's written agreement to a transaction prior to sale. Securities are exempt from this rule if their market price is at least \$5.00 per share.

***Since our common stock is currently deemed a penny stock, this may tend to reduce market liquidity of our common stock, because they limit the broker/dealers' ability to trade, and a purchaser's ability to sell, the stock in the secondary market.***

The low price of our common stock has a negative effect on the amount and percentage of transaction costs paid by individual shareholders. The low price of our common stock also limits our ability to raise additional capital by issuing additional shares. There are several reasons for these effects. First, the internal policies of certain institutional investors prohibit the purchase of low-priced stocks. Second, many brokerage houses do not permit low-priced stocks to be used as collateral for margin accounts or to be purchased on margin. Third, some brokerage house policies and practices tend to discourage individual brokers from dealing in low-priced stocks. Finally, broker's commissions on low-priced stocks usually represent a higher percentage of the stock price than commissions on higher priced stocks. As a result, the Company's shareholders may pay transaction costs that are a higher percentage of their total share value than if our share price were substantially higher.

***Shares eligible for sale or convertible into shares in the future could negatively affect our stock price and dilute shareholders.***

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock or the perception that these sales could occur. This might also make it more difficult for us to raise funds through the issuance of securities. As of October 12, 2011, we had 44,646,539 issued and outstanding shares of common stock of which our officers and directors hold or control 10,503,117 shares of common stock, pursuant to Rule 13d-3 under the Exchange Act. We may also issue and/or register additional shares, options, or warrants in the future in connection with acquisitions, compensation or otherwise. We cannot predict what effect, if any, market sales of shares held by any stockholder or the availability of these shares for future sale will have on the market price of our common stock.

***The issuance of preferred stock could change control of the company.***

Our articles of incorporation authorize the Board of Directors, without approval of the shareholders, to cause shares of preferred stock to be issued in one or more series, with the numbers of shares of each series to be determined by the

Board of Directors. Our articles of incorporation further authorize the Board of Directors to fix and determine the powers, designations, preferences and relative, participating, optional or other rights (including, without limitation, voting powers, preferential rights to receive dividends or assets upon liquidation, rights of conversion or exchange into common stock or preferred stock of any series, redemption provisions and sinking fund provisions) between series and between the preferred stock or any series thereof and the common stock, and the qualifications, limitations or restrictions of such rights. In the event of issuance, preferred stock could be used, under certain circumstances, as a method of discouraging, delaying or preventing a change of control of our company. Although we have no present plans to issue additional series or shares of preferred stock, we can give no assurance that we will not do so in the future.

### FORWARD-LOOKING STATEMENTS

Some of the statements contained in this registration statement that are not historical facts are forward-looking statements which can be identified by the use of terminology such as estimates, projects, plans, believes, expects, anticipates, intends, or the negative or other variations, or by discussions of strategy that involve risks and uncertainties. We urge you to be cautious of the forward-looking statements, that such statements, which are contained in this prospectus, reflect our current beliefs with respect to future events and involve known and unknown risks, uncertainties and other factors affecting our operations, market growth, services, products and licenses. No assurances can be given regarding the achievement of future results, as actual results may differ materially as a result of the risks we face, and actual events may differ from the assumptions underlying the statements that have been made regarding anticipated events. Factors that may cause actual results, our performance or achievements, or industry results, to differ materially from those contemplated by such forward-looking statements include without limitation:

.

our ability to attract and retain management;

.

our growth strategies;

.

anticipated trends in our business;

.

our future results of operations;

.

our ability to make or develop and maintain distribution arrangements;

.

our liquidity and ability to finance our product development, marketing and advertising activities;

.

the timing, cost and research for proposed products;

.

estimates regarding future net revenues;

.



planned capital expenditures (including the amount and nature thereof);

.

our financial position, business strategy and other plans and objectives for future operations;

.

the possibility that research and development or marketing of our products may involve unexpected costs; competition;

.

the ability of our management team to execute its plans to meet its goals;

.

general economic conditions, whether internationally, nationally or in the regional and local market areas in which we are doing business, that may be less favorable than expected; and

.

other economic, competitive, governmental, legislative, regulatory, geopolitical and technological factors that may negatively impact our businesses, operations and pricing.

All written and oral forward-looking statements made in connection with this prospectus attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Given the uncertainties that surround such statements, you are cautioned not to place undue reliance on such forward-looking statements.

### **USE OF PROCEEDS**

This prospectus relates to shares of our common stock that may be offered and sold from time to time by the selling security holders. We will not receive any proceeds from the sale of shares of common stock in this offering. We could receive up to \$2,443,000 in the event any options or warrants are exercised. There are no assurances that any options or warrants will be exercised. We will use the proceeds from the exercise of the warrants for general corporate purposes, which may include, among other things, product development, advertising (including media expense), working capital needs and other general corporate purposes, including sales and marketing expenditures. Specific allocation of the potential use of proceeds is contingent upon the actual amount realized. The Company reserves the right to change the projected allocations depending upon the amounts ultimately realized and level of success (positive cash flows) on future product launches.

## MARKET FOR COMMON STOCK AND RELATED MATTERS

### Market Information

There is a limited public market for the shares of our common stock. Since our merger with Hyperlocal, our stock has been thinly traded. There can be no assurance that a liquid market for our common stock will ever develop.

Transfer of our common stock may also be restricted under the securities or blue sky laws of various states and foreign jurisdictions. Consequently, investors may not be able to liquidate their investments and should be prepared to hold the common stock for an indefinite period of time.

Our common stock is quoted on the OTC Markets under the symbol MMAX. Quotation commenced during the quarter ended June 2009. The range of closing prices for our common stock, as reported on the OTC Markets during each quarter since June 2009 was as follows. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

Quarter Ended	High	Low
June 30, 2009	\$ 0.02	\$ 0.02
September 30, 2009	\$ 0.02	\$ 0.02
December 31, 2009	\$ 0.02	\$ 0.02
March 31, 2010	\$ 0.05	\$ 0.02
June 30, 2010	\$ 0.85	\$ 0.40
September 30, 2010	\$ 0.50	\$ 0.16
December 31, 2010	\$ 0.16	\$ 0.08
March 31, 2011	\$ 0.43	\$ 0.11
June 30, 2011	\$ 0.35	\$ 0.15
September 30, 2011	\$ 0.37	\$ 0.20

On \_\_\_\_\_, 2011, our common stock had a closing price of \$ 0.\_\_\_\_\_.

### Holder

As of October 12, 2011, there were approximately 115 security holders of record of our common stock.

### Transfer Agent and Registrant

Our transfer agent is Empire Stock Transfer, Inc., located at 1859 Whitney Mesa Drive, Henderson, Nevada. Our transfer agent's telephone number is 702-818-5898.

### Penny Stock Considerations

Broker-dealer practices in connection with transactions in penny stocks are regulated by certain penny stock rules adopted by the Securities and Exchange Commission. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system). Penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and

monthly account statements showing the market value of each penny stock held in the customer's account. The broker-dealer must also make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules.

### **Dividend Policy**

We have not declared any cash dividends on our common stock. Our Board of Directors will make any future decisions regarding dividends. We currently intend to retain and use any future earnings, if any, for the development and expansion of our business and do not anticipate paying any cash dividends in the near future. Our Board of Directors has complete discretion on whether to pay dividends, subject to the approval of our shareholders. Even if our board of directors decides to pay dividends, the form, frequency and amount will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors that the Board of Directors may deem relevant.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

You should read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements and the related notes appearing in this registration statement. Some of the information contained in this discussion and analysis or set forth elsewhere in this registration statement, including information with respect to our plans and strategy for our business and related financing, includes forward-looking statements that involve risks and uncertainties. You should review the **Risk Factors** in this registration statement for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

### *Overview*

MMAX is presently in the development stage of its business and management can provide no assurances that the Company will be successful in developing its business. On March 16, 2011 (the **Closing Date**) MMAX completed its agreement and plan of merger (the **Merger Agreement**) to acquire Hyperlocal Marketing, LLC, a Florida limited liability company ( **Hyperlocal** ), pursuant to which Hyperlocal merged with and into HLM Paymeon, Inc., a Florida corporation and wholly owned subsidiary of MMAX. Pursuant to the terms of the Merger Agreement, Tommy Habeeb resigned as our chief executive officer and director and Edward Cespedes was appointed to serve as our chief executive officer and director. Under the terms of the Merger Agreement, the Hyperlocal members received 20,789,395 shares of MMAX common stock, which equal approximately 50.1% of the total shares of MMAX issued and outstanding following the merger on a fully diluted basis. In accordance with ASC Topic 360-10-45-15, Hyperlocal is considered the accounting acquirer and MMAX is considered the accounting acquiree.

### *Hyperlocal Business Overview*

As a result of the merger, we principally engage in the operations of Hyperlocal, a development stage company that owns and operates products aimed at the location-based marketing industry. Hyperlocal develops and markets products that provide merchants and consumers with mobile marketing services and offers, including but not limited to, mobile coupons, mobile business cards, mobile websites, use of SMS short codes and contest management. Hyperlocal was organized in January 2010. We have nominal revenues since its inception.

Since inception, We have incurred net operating losses. Losses have principally occurred as a result of the substantial resources required for research and development and marketing of the Hyperlocal products which included the general and administrative expenses associated with its organization and product development. We expect operating losses to continue, mainly due to the anticipated expenses associated with the marketing of the Hyperlocal products.

Hyperlocal supports multiple text messaging services such as WAP, MMS and XHTML, runs on a commercial grade mobile marketing platform used by the National Football League, Major League Baseball and others and operates with all major mobile carriers, including AT&T, Sprint, T-Mobile and Verizon. The fully-integrated interface allows for web-based monitoring of customers. It provides access to real-time statistics for each customer's account, including incoming and outgoing messages, number of keywords, credits, account status and more.

Hyperlocal has also developed "PayMeOn™", a product designed to offer its customers social income™ potential through the purchase and referral of "coupon-style" deals through its mobile and web interfaces. Our operations are currently conducted principally through our wholly-owned subsidiary, HLM PayMeOn, Inc.

### *Critical Accounting Policies and Estimates*

## Revenue Recognition

The Company will recognize revenue on arrangements in accordance with FASB ASC No. 605, Revenue Recognition . In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured.

The Company recognizes revenue from the sale of keywords over the period the keywords are purchased for exclusive use, usually one year.

The Company recognizes revenue from setup fees in accordance with Topic 13, which requires the fees to be deferred and amortized over the term of the agreements. Revenue from the sale of bulk text messages sales are recognized at the time messages are delivered. Revenue from monthly membership fees are recorded during the month the membership is earned.

#### Impairment of Long-Lived Assets

The Company evaluates its long-lived assets for impairment whenever events or a change in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the asset to the future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is the excess of the carrying amount over the fair value of the asset

#### ***Results of Operations***

Hyperlocal was formed and commenced operations on January 22, 2010, as a development stage company. Accordingly, year over year comparisons and analysis are not meaningful for the six month period ending June 30, 2011. Revenues for the six months ended June 30, 2011, totaled \$18,643 and were principally derived from sales of the Company's Hyperlocal mobile text marketing packages to small businesses and from incremental text purchases from subscribers to the mobile text marketing packages. A small amount of sales were derived from our PayMeOn business, which is still in its development stage.

Operating expenses for the three months ended June 30, 2011, totaled \$4,845,801. Operating expenses were largely made up of a \$4,706,558 expense related to the impairment of goodwill and license agreements associated with the mixed martial arts television production business that was operated by the Company prior to its merger with Hyperlocal on March 16, 2011. A summary of the operating expenses for the three months ended June 30, 2011, is included below:

w

professional fees of \$37,803 primarily related to legal and accounting expenses associated with the operations of the business;

w

web development and hosting in the amount of \$22,886 primarily related to the development and hosting of the Company's PayMeOn infrastructure;

w

payroll and payroll taxes of \$64,395;

w

consulting fees of \$211 primarily relating to assistance in corporate finance and programming and customer service services relating to the Company's PayMeOn product;

w

travel and entertainment in the amount of \$2,997;

w

general and administrative expenses of \$9,034;

w

Impairment of goodwill and license agreements of \$4,706,558; and

w

Marketing expenses of \$1,917.

Operating expenses for the six months ended June 30, 2011 totaled \$5,030,744. Operating expenses were largely made up of a \$4,706,558 expense related to the impairment of goodwill and license agreements associated with the mixed martial arts television production business that was operated by the Company prior to its merger with Hyperlocal on March 16, 2011. A summary of the operating expenses is included below:

w

professional fees of \$87,540 primarily related to legal and accounting expenses associated with the operations of the business;

w

web development and hosting in the amount of \$38,111 primarily related to the development and hosting of the Company's PayMeOn infrastructure;

w

payroll and payroll taxes of \$93,762;

w

consulting fees of \$55,211 primarily relating to assistance in corporate finance and programming and customer service services relating to the Company's PayMeOn product;

w

travel and entertainment in the amount of \$13,021;

w

general and administrative expenses of \$33,519;

w

Impairment of goodwill and license agreements of \$4,706,558; and

w

Marketing expenses of \$3,022.



For the period from inception (January 22, 2010) through June 30, 2011, we had revenues of \$47,616 which were primarily derived from the sale of the Company's Hyperlocal mobile text marketing packages and a small amount of PayMeOn related sales. Operating expenses for the period from inception through June 30, 2011 were \$5,314,053, primarily consisting of the following:

w

professional fees of \$89,320 primarily related to costs and expenses associated with the Merger Agreement;

w

web development and hosting in the amount of \$58,733 primarily related to the Company's Hyperlocal mobile text marketing business, and the development and hosting of the Company's PayMeOn websites and mobile application;

w

payroll and payroll taxes of \$192,635;

w

consulting fees of \$166,884 primarily relating to sales and customer service support of the Company's Hyperlocal mobile text marketing business and as set forth above;

w

travel and entertainment in the amount of \$39,208;

w

general and administrative expenses of \$56,683 primarily consisting of licenses, accounting and other general and administrative expenses for the Hyperlocal mobile text marketing business;

w

Impairment of goodwill and license agreements of \$4,706,558; and

w

Marketing expenses of \$4,032.

### ***Liquidity and Capital Resources***

At June 30, 2011, we had a cash balance of approximately \$54,776. At June 30, 2011, we had working capital deficit of \$8,680 and an accumulated deficit of \$5,317,738.

From March 2011 through June 2011, the Company privately sold an aggregate of 2,210,000 shares of restricted shares of common stock to 13 accredited investors for gross proceeds of \$276,250. The proceeds from the private

placement shall be used for the continued development of Hyperlocal and PayMeOn products and general working capital purposes. The private placement was conducted by the Company's president and CEO and no fees or commissions were paid in connection with the private placement. See Note 6 and Note 9 to the unaudited financial statements.

Since inception, the Company has incurred net operating losses and used cash in operations. As of June 30, 2011, the Company had a net loss from inception of \$5,317,738. Losses have principally occurred as a result of the impairment of goodwill associated with the mixed martial arts television production business that was operated by the Company prior to the Merger Agreement. The Company has also dedicated substantial resources required to research and development and marketing of the Company's products which included the general and administrative expenses associated with its organization and product development. We expect operating losses to continue, mainly due to the continued costs and expenses associated with development of our business and marketing of the Hyperlocal and PayMeOn products.

During July and August the Company received subscriptions for the purchase of an aggregate of 2,080,000 shares of its common stock from 11 subscribers at a purchase price of \$0.125 per share for gross proceeds of \$260,000. No fees or commissions were paid in connection with the subscriptions.

### **Recent Accounting Pronouncements**

ASU No. 2011-02; A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring ( TDR ). In April 2011, the FASB issued ASU No. 2011-02, intended to provide additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. The amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and are to be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. Early adoption is permitted. The Company intends to adopt the methodologies prescribed by this ASU by the date required, and is continuing to evaluate the impact of adoption of this ASU.

ASU No. 2011-03; Reconsideration of Effective Control for Repurchase Agreements. In April 2011, the FASB issued ASU No. 2011-03. The amendments in this ASU remove from the assessment of effective control the criterion relating to the transferor's ability to repurchase or redeem financial assets on substantially the agreed terms, even in the event of default by the transferee. The amendments in this ASU also eliminate the requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets.

The guidance in this ASU is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

ASU No. 2011-04; Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May 2011, the FASB issued ASU No. 2011-04. The amendments in this ASU generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted.

The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

ASU No. 2011-05; Amendments to Topic 220, Comprehensive Income. In June 2011, the FASB issued ASU No. 2011-05. Under the amendments in this ASU, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income.

The amendments in this ASU should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. Due to the recency of this pronouncement, the Company is evaluating its timing of adoption of ASU 2011-05, but will adopt the ASU retrospectively by the due date.

### ***Plan of Operations***

We intend on continuing our efforts towards completing development of the Company's PayMeOn products. As our development efforts come to fruition, we will focus our efforts on developing sales and distribution channels for PayMeOn. We will primarily focus our sales and distribution efforts on developing partnerships with third-party sales companies and on developing partnerships with businesses that have large databases they wish to monetize in the

local, group buying or deals space. We expect to complete development of the PayMeOn product during the third quarter 2011. Current working capital is not sufficient to maintain our current operations over the next 12 months and there is no assurance that future sales and marketing efforts will be successful enough to achieve the level of revenue sufficient to provide cash to sustain operations. To the extent such revenues and corresponding cash flows do not materialize, we will attempt to fund working capital requirements through third party financing, including a private placement of our securities. We cannot provide any assurances that required capital will be obtained or that the terms of such required capital may be acceptable to us. If we are unable to obtain adequate financing, we may reduce our operating activities until sufficient funding is secured or revenues are generated to support operating activities.

## BUSINESS

### **Business Overview**

Prior to the Merger Agreement, we operated with the intention of commercializing acquired mixed martial arts television programming ( MMAX Fights ) and related intellectual property rights and promoting live mixed martial arts combat events throughout Latin America and primarily in Mexico. While our distributor has secured distribution of 39 episodes (three seasons) of the MMAX Fights one hour television series on a limited basis in Puerto Rico, we do not anticipate generating any material revenues, if any, from the MMAX Fights. MMAX is presently in the development stage of its business and management can provide no assurances that the Company will be successful in developing its business. As a result of the merger, we will principally engage in the operations of Hyperlocal, a development stage company that owns and operates products aimed at the location-based marketing industry. Hyperlocal develops and markets products that provide merchants and consumers with mobile marketing services and offers, including but not limited to, mobile coupons, mobile business cards, mobile websites, use of SMS short codes and contest management. Hyperlocal was organized in January 2010. Hyperlocal has nominal revenues since its inception.

Since inception, Hyperlocal has incurred net operating losses. As of December 31, 2010, Hyperlocal had a net loss of approximately \$254,336 and negative working capital of approximately \$6,889. Losses have principally occurred as a result of the substantial resources required for research and development and marketing of the Hyperlocal products which included the general and administrative expenses associated with its organization and product development. We expect operating losses to continue, mainly due to the anticipated expenses associated with the marketing of the Hyperlocal products.

Hyperlocal supports multiple text messaging services such as WAP, MMS and XHTML, runs on a commercial grade mobile marketing platform used by the National Football League, Major League Baseball and others and operates with all major mobile carriers, including AT&T, Sprint, T-Mobile and Verizon. The fully-integrated interface allows for web-based monitoring of customers. It provides access to real-time statistics for each customer's account, including incoming and outgoing messages, number of keywords, credits, account status and more.

Hyperlocal has also developed PayMeOn, a product designed to offer its customers income potential through the purchase and referral of coupon-style deals through its mobile and web interfaces.

### ***Marketing Opportunity***

Hyperlocal was created to address the opportunities developing in the Hyperlocal market. The Hyperlocal market is also known as, the location-based market, the proximity market, and the mobile advertising market. The opportunity revolves around new methods of reaching customers in context wherever they might be, whenever they might be there, based on the ubiquitous penetration of mobile devices.

As reported by the CTIA Wireless Association in 2010, mobile device penetration (mobile phones, feature phones and smart phones) is over 90% in the United States, with smart phones (iphones, droid phones, etc) currently representing just over 20% of all devices (as reported by Comscore Datagem) but growing the fastest.

This penetration indicates that most young people and adults have a mobile device with them at all times and would be potential customers for products and services being developed in this market. We believe that we can capitalize by

being an early provider of these products and services to merchants and provide customers with opportunities to receive income for referring coupons. Four out of five teens carry a wireless device, and the majority (57%) view their cell phone as the key to their social life (Source: CTIA Wireless Association).

Merchants can build brand awareness, increase sales, or reward loyalty by adopting mobile marketing strategies that tap the mobile phones power of immediacy. The Hyperlocal market is growing fast. Hyperlocal estimates that the industry size in 2009 was approximately \$450 million, but industry sources expect it to grow to \$115 billion by the end of 2012, which is significantly faster growth than the desktop Internet experienced in its first few years.

As is typical in fast-growing new marketing segments, lots of different companies that provide lots of different products and services have been incorporated. This has resulted in a highly fragmented situation with few large players and lots of unbranded small players with a vast array of products and services. Some of the offerings in the Hyperlocal market today include:

text platforms

short code sales

short code development

premium keyword sales

mobile websites

mobile coupons

mobile banner advertising

mobile lead generation

application development

application marketing

We believe the Hyperlocal market is highly important to the future of large media businesses as more and more of consumer Internet time spent moves to mobile devices and to location based applications .

### ***Description of Products and Services***

We are developing and offering a full suite of mobile marketing platform services to businesses. All our products and services fall broadly into the same mobile Hyperlocal category; however, we plan to separate our business into two parts: (1) Hyperlocal Mobile Marketing Platform products and services and (2) PayMeOn .

### ***The Hyperlocal Mobile Marketing Platform***

The Hyperlocal Mobile Marketing Platform will provide local merchants with a marketing platform. For prices starting as low as \$29.95 per month, merchants are offered access to Hyperlocal s platform that includes:

.

Web-Based Interface

.

Full Statistics and Reporting of Platform Usage

.  
Campaign Creation

.  
Offer a Full Line of Text Messaging Services

.  
MMS (Wap-push)

.  
Mobile website creation

.  
Long Messages (up to 459 characters)

.  
Message Templates (canned messages)

.  
User Group Management (sub-groups)

.  
Second level Keyword support

.  
Cell Phone Originated Group Messaging

.  
Calendar Based Message Scheduling (appointment reminders)

.  
Email Forwarding to Multiple Email Addresses

.  
Text 2 Win, Random Generated coupon codes, Voting and Polling with Real Time Stats & Charts

.  
SMS Forwarding



.  
API/Http Forwarding (create your own applications)

.  
Dedicated Email Support system

.  
Low Messaging Fees

Merchants use the platform in a variety of ways by marketing keywords that drive consumer interest:

.  
Mobile coupons

.  
Calls to action (text MMAX to 41513 to view a working demonstration)

.  
Brand engagement (voting, contests, polling)

.  
Geotargeted ads (travel, rental cars)

.  
Send alerts, sales related notifications

.  
Appointment reminders

.  
Audience interactions (concerts, conferences, airports)

The retail platform business is marketed primarily to small businesses in various categories, including but not limited to restaurants, automotive supply and repair shops, spas, specialty retail and medical offices.

Hyperlocal also intends to use the platform in a proprietary fashion and will market premium keywords for sale and operate certain premium keywords to enter the lead generation market.



We believe an opportunity for the platform business is to reach small businesses at the right price point. Hyperlocal is currently working two direct sales channels for this product: door to door and telemarketing. Hyperlocal is also developing other sales channels, including its own, independent sales personnel and web based sales.

Management believes that much like premium domain names are an asset that can be developed for the web, premium keywords can be developed as valuable mobile marketing assets. Hyperlocal has secured a portfolio of keywords across several verticals including, but not limited to travel, finance, legal, health, autos, games and maps.

### ***PayMeOn***

PayMeOn consumers will be able to browse deal coupons, purchase them, and most importantly, share them in exchange for cash payments from the web and from the PayMeOn mobile application. Successful sharing can result in income for users, highlighted on a per deal basis with the offers. We intend to make referral payments to users through PayPal and by check. We believe that earnings above \$10.00 per month will be very meaningful income to PayMeOn users.

PayMeOn operates in the social income space. We define social income as income or benefits derived from referring or recommending products to people in your network(s). The fundamental driver of the PayMeOn product is the opportunity for users to earn money through referrals. Many products and services are sold over the Internet today through recommendations or referrals. Social networks have allowed users to connect seamlessly and have become powerful platforms for friends to connect, share, and recommend products that are imbedded in the networking experience. We believe that users should be paid for their successful referrals. We call these payments social income. We believe that the ubiquitous adoption of mobile phones has created portable and real time social networks that can be monetized.

We believe the success of PayMeOn will depend on (1) the quality of deals in many markets, and (2) the quantity of users. PayMeOn has partnered with Adility, Inc., a third party provider of deals throughout the United States. Adility negotiates deals with all types of merchants and feeds them to PayMeOn via an application program interface (API). This relationship provides PayMeOn with deals across the country that it can market to its users. PayMeOn is also in discussions with other third-party providers of deals and is reviewing the creation of its own internal deal getter team. By advertising deals in the local markets they are offered, PayMeOn can also leverage Adility to attract new users.

The second part of the marketing plan for PayMeOn is called, leading with the application. That is, marketing primarily aimed at attracting mobile application users. We believe this will be a powerful approach, as these users will be driven more by their desire to earn money than anything else. This will lead them to share as many deals as possible (as opposed to leading with deals where the primary goal of the user is to purchase a great deal) in pursuit of potential payouts.

PayMeOn has partnered with Copper Mobile, Inc., whereby Copper Mobile is incentivized to produce at least 200,000 downloads of the Company's PayMeOn application and 10,000 actual sale transactions. Copper Mobile is experienced with the launch of applications. This partnership has no up-front cost to our company. We share a small percentage of each transaction with Copper Mobile. The deal is expected to launch by late in the fourth quarter of 2011.

### ***Competition***

The location based marketing industry is a new, fragmented and competitive industry. Furthermore, the marketing industry in general is a large and competitive industry. In the United States and throughout the world, the marketing

industry has a diverse set of channels, including direct mail, tele-marketing, television, radio, newspaper, magazines and the recently developed mobile and web-based markets. The list of market leaders fluctuates constantly. Many competitors are large and have significantly greater financial, marketing and other resources than our company.

***Intellectual Property***

We have not applied for any U.S. trademarks and, except for common law rights, currently do not hold any intellectual property rights on the products we have developed. We have secured the following domain names: paymeon.com; paymeon.net; paymeon.tv; paymeon.org; paymeon.biz; paymeon.mobi; paymeon.co; paymeon.tel; paymeon.us; hyperloc.com; Hyperlocalmarketing.net; Hlmlc.com; and Hlmlc.net.

*Employees*

We currently employ four full time employees. We maintain a satisfactory working relationship with our employees and have not experienced any labor disputes or any difficulty in recruiting staff for operations.

*Legal Proceedings*

We are currently not subject to any legal proceedings.

*Facilities*

Our principal offices are located at 511 N.E. 3rd Avenue, 1st Floor, Fort Lauderdale, Florida 33301. We occupy this space for a term of one year, which commenced on April 1, 2011, at a cost of approximately \$2,915 per month. The offices are approximately 2,500 square feet and are sufficient to support our current and anticipated operations.

**DIVIDEND POLICY**

We have not declared any cash dividends on our common stock since our inception and do not anticipate paying such dividends in the foreseeable future. We plan to retain any future earnings, if any, for use in our business. Any decisions as to future payments of dividends will depend on our earnings and financial position and such other facts, as the Board of Directors deems relevant.

**REPORT TO SHAREHOLDERS**

We are subject to the information and reporting requirements of the Securities Exchange Act of 1934 and file current reports, periodic reports, annual reports, and other information with the Securities and Exchange Commission, as required.

**LEGAL PROCEEDINGS**

We are not currently subject to any material legal proceedings.

## MANAGEMENT

### Executive Officers

The following table sets forth certain information regarding our executive officers and directors as of the date of this prospectus. Directors are elected annually and serve until the next annual meeting of shareholders or until their successors are elected and qualify. Executive officers are appointed by our Board of Directors and their term of office is at the discretion of our board.

Name	Age	Position
Edward Cespedes	45	Director, Chief Executive Officer and Principal Financial Officer

#### Edward Cespedes

Edward Cespedes has served as sole officer and director since March 2011. Edward A. Cespedes, age 45, is the founder and chief executive officer of Hyperlocal. Mr. Cespedes has served as the Vice Chairman of Tralliance Registry Management Corporation, the company that manages the .travel domain for the global Internet since 2009 and was Tralliance's Chief Executive Officer from 2006 through 2009. Mr. Cespedes has served as President of theglobe.com (OTCBB: TGLO) since June 2002 and as a director of theglobe.com, Inc. since 1997. Mr. Cespedes also serves as theglobe.com's Chief Financial Officer. Mr. Cespedes is also the President of E&C Capital Ventures, Inc., the general partner of E&C Capital Partners LLP. Mr. Cespedes served as the Vice Chairman of Prime Ventures, LLC, from May 2000 to February 2002. From August 2000 to August 2001, Mr. Cespedes served as the President of the Dr. Koop Lifecare Corporation (formerly Nasdaq: KOOP) and was a member of the Company's Board of Directors from January 2001 to December 2001. From 1996 to 2000, Mr. Cespedes was a Managing Director of Dancing Bear Investments, Inc., a private investment company. Concurrent with his position at Dancing Bear Investments, Inc., from 1998 to 2000, Mr. Cespedes also served as Vice President for corporate development for theglobe.com where he had primary responsibility for all mergers, acquisitions, and capital markets activities. In 1996, Mr. Cespedes was the Director of Corporate Finance for Alamo Rent-A-Car. From 1988 to 1996, Mr. Cespedes worked for J.P. Morgan and Company, where he focused on mergers and acquisitions. He is the founder of the Columbia University Hamilton Associates, a foundation for university academic endowments. Mr. Cespedes is also a member of the Board of Governors for the H. Wayne Huizenga School of Business and Entrepreneurship at Nova Southeastern University and an honorary board member of the Special Olympics of Broward County. Mr. Cespedes received a Bachelor's degree in International Relations from Columbia University in 1988.

### Directors

Our Board of Directors consists of 1 member: Edward Cespedes.

#### *Committees of the Board of Directors*

We have not established any committees including an Audit Committee, a Compensation Committee or a Nominating Committee, or any committee performing a similar function. We are a development stage company and have been unable to attract qualified independent directors to serve on our board. Our board of directors consists of only two members, and has not delegated any of its functions to committees. The entire board of directors acts as our audit committee as permitted under Section 3(a)(58)(B) of the Exchange Act. Our board of directors reviews the

professional services provided by our independent auditors, the independence of our auditors from our management, our annual financial statements and our system of internal accounting controls. Further, as we are currently quoted on the OTC Markets, we are not subject to any exchange rule which includes qualitative requirements mandating the establishment of any particular committees. We do not have a policy regarding the consideration of any director candidates which may be recommended by our shareholders, including the minimum qualifications for director candidates, nor has our Board of Directors established a process for identifying and evaluating director nominees. We have not adopted a policy regarding the handling of any potential recommendation of director candidates by our shareholders, including the procedures to be followed. Our board has not considered or adopted any of these policies as we have never received a recommendation from any shareholder for any candidate to serve on our Board of Directors. Given the nature of our operations, we do not anticipate that any of our shareholders will make such a recommendation in the near future. While there have been no nominations of additional directors proposed, in the event such a proposal is made, all members of our Board will participate in the consideration of director nominees.

None of our directors are an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K. In general, an audit committee financial expert is an individual member of the audit committee or Board of Directors who:

understands generally accepted accounting principles and financial statements;

is able to assess the general application of such principles in connection with accounting for estimates, accruals and reserves;

has experience preparing, auditing, analyzing or evaluating financial statements comparable to the breadth and complexity to our financial statements;

understands internal controls over financial reporting; and

understands audit committee functions.

While the OTC Markets does not impose any qualitative standards requiring companies to have independent directors or requiring that one or more of its directors be audit committee financial experts, it is our intent to expand our Board of Directors to include independent directors as well as one or more directors who satisfy the conditions to be considered audit committee financial experts. At that time we intend to establish an Audit Committee of our Board of Directors.

### ***Director Compensation***

None of our directors receive any compensation for their services as a member of the Board of Directors.

### ***Code of Ethics***

We have not adopted a Code of Business Conduct and Ethics

### ***Family Relationships***

There are no family relationships among any of our executive officers or directors.



***Involvement in Certain Legal Proceedings***

None of our directors or executive officers have been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors, or has been a party to any judicial or administrative proceeding during the past five years that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws, except for matters that were dismissed without sanction or settlement. Except as set forth in our discussion below in *Certain Relationships and Related Transactions*, none of our directors, director nominees or executive officers has been involved in any transactions with us or any of our directors, executive officers, affiliates or associates which are required to be disclosed pursuant to the rules and regulations of the SEC.

**EXECUTIVE COMPENSATION**

The following table summarizes all compensation recorded by us in the last two completed fiscal years for:

our principal executive officer or other individual serving in a similar capacity;

our two most highly compensated executive officers other than our principal executive officer who were serving as executive officers at December 31, 2010 as that term is defined under Rule 3b-7 of the Securities Exchange Act of 1934; and

up to two additional individuals for whom disclosure would have been required but for the fact that the individual was not serving as an executive officer at December 31, 2010.

For definitional purposes, these individuals are sometimes referred to as the named executive officers. No officer received compensation during 2009.

Name	Years	Salary (\$)	Bonus(\$)	Stock	All Other	Total (\$)
				Awards(\$)	Compensation(\$)	
Edward Cespedes <sup>1</sup>	2010	\$ 11,000	\$	\$ 0 <sup>2</sup>	\$	\$ 11,000
Tommy Habeeb <sup>3</sup>	2010	\$ 62,500	\$	\$	\$ 381,802 <sup>4</sup>	\$ 444,302
J. Chad Guidry <sup>4</sup>	2010	\$	\$	\$	\$	\$
	2009	\$	\$	\$	\$	\$

1

Mr. Cespedes currently serves as Chief Executive Officer. Compensation paid by Hyperlocal.

2

Excludes shares of common stock issued pursuant to the merger agreement with Hyperlocal.

3

Mr. Habeeb served as President and Chief Executive Officer of our legal acquirer (accounting acquiree) from February 2010 through March 2011.

4

Includes 1,090,862 shares of common stock issued to Mr. Habeeb on February 1, 2010.

### ***Employment Agreements***

Effective August 15, 2011, the Company entered into an executive employment agreement with Edward Cespedes. Under the terms of the executive employment agreement, Mr. Cespedes has agreed to serve as our chief executive officer. The agreement provides for an initial base salary of \$250,000 per year with an increase at the discretion of the board of directors, paid vacation of at least four weeks per year and a reimbursement of all reasonable expenses. Mr. Cespedes is eligible to receive increases and annual cash incentive bonuses and shall be paid a guaranteed annual bonus of a minimum of \$50,000 and is eligible for greater bonus payments depending on the Company's performance. Mr. Cespedes is also eligible to participate in benefit and incentive programs we may offer. As previously disclosed, we have also entered into an indemnification agreement with Mr. Cespedes.

We may terminate the agreement at any time, with or without due cause. Due cause is defined as Mr. Cespedes's final conviction or plea of guilty or no contest to a felony involving moral turpitude or willful misconduct that is materially and demonstrably injurious economically to the Company. We may also terminate the agreement upon Mr. Cespedes's death and, if as a result of Mr. Cespedes's incapacity due to physical or mental illness, Mr. Cespedes, having been substantially unable to perform his duties for three consecutive months, we may terminate Mr. Cespedes for disability upon 30-days written notice.

Mr. Cespedes may terminate the agreement at any time, with or without good reason. However, termination for good reason must occur within 90 days of the occurrence of an event constituting good reason. Good reason includes: a material diminution in his authority, duties, responsibilities, titles or offices; a purported reduction in Mr. Cespedes's base salary, guaranteed bonus or bonus opportunity; relocation of the Company's principal executive offices to a location more than 25 miles outside of Fort Lauderdale, Florida; change of control of the Company; or any other breach of a material provision of the agreement by the Company.

In the event Mr. Cespedes is terminated without cause or by Mr. Cespedes for good reason, the Company shall pay Mr. Cespedes within five days of such termination, all accrued benefits and a lump sum cash payment equal to ten times the sum of Mr. Cespedes's base salary and highest annual bonus. Furthermore, the Company shall maintain in full force and effect, for the continued benefit of Mr. Cespedes, his spouse and dependents, for a period of ten years following the date of termination, all health, dental and life insurance programs in which Mr. Cespedes, his spouse

and his dependents were participating immediately prior to the date of termination. In addition, Mr. Cespedes shall be entitled to reimbursement for all reasonable expenses incurred, but not paid prior to termination and shall be entitled to any other rights, compensation and/or benefits as may be due to Mr. Cespedes. Furthermore, with respect to all equity awards granted to Mr. Cespedes, all such rewards shall immediately vest and Mr. Cespedes shall be permitted to exercise any and all such rights until the earlier of the third anniversary of the date of termination and the expiration term of such awards. Any restricted stock held by Mr. Cespedes shall become immediately vested as of the date of termination.

In the event of termination of Mr. Cespedes for cause or by Mr. Cespedes without good reason, the Company shall pay Mr. Cespedes his accrued benefits, reimburse Mr. Cespedes for reasonable expenses incurred, but not paid prior to such termination date and Mr. Cespedes shall be entitled to any other rights, compensation and/or benefits as may be due to Mr. Cespedes.

In the event of termination for disability, Mr. Cespedes shall receive his accrued benefits for a period of one year. In addition, he shall be reimbursed for all reasonable expenses incurred, but not paid prior to the termination date and Mr. Cespedes shall be entitled to any other rights, compensation and/or benefits as may be due to Mr. Cespedes. In the event employment is terminated due to Mr. Cespedes's death, the Company shall pay a lump sum to Mr. Cespedes's beneficiary of his accrued benefits and shall provide Mr. Cespedes's spouse and dependents with continued benefits for ten years. Mr. Cespedes's beneficiary shall also be reimbursed for all reasonable expenses incurred, but not paid prior to Mr. Cespedes's death and shall be entitled to any other rights, compensation and benefits as may be due to any such beneficiaries.

Except as otherwise disclosed above, we have not entered into employment agreements with, nor have we authorized any payments upon termination or change-in-control to any of our executive officers or key employees.

#### **How Compensation for our Directors and Executive Officers was Determined**

None of our directors receive any compensation for their services as a member of the Board of Directors.

#### **Outstanding Equity Awards At December 31, 2010 Fiscal Year-End**

None.

#### **Grants of Plan Based Awards**

None.

#### **Equity Compensation Plan Information**

None.

#### **Limitation on Liability**

Under our articles of incorporation, our directors are not liable for monetary damages for breach of fiduciary duty, except in connection with:

.  
breach of the director's duty of loyalty to us or our shareholders;

.  
acts or omissions not in good faith or which involve intentional misconduct, fraud or a knowing violation of law;

.  
a transaction from which our director received an improper benefit; or

.  
an act or omission for which the liability of a director is expressly provided under Florida law.

In addition, our bylaws provides that we must indemnify our officers and directors to the fullest extent permitted by Florida law for all expenses incurred in the settlement of any actions against such persons in connection with their having served as officers or directors.

Insofar as the limitation of, or indemnification for, liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, or persons controlling us pursuant to the foregoing, or otherwise, we have been advised that, in the opinion of the Securities and Exchange Commission, such limitation or indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We are currently not a part to any related party transaction, including transaction in which:

the amounts involved exceeded or will exceed the lesser of \$120,000 or 1% of the average of our Company's total assets at year end for the last two fiscal years; and

a director, executive officer or holder of more than 5% of our common stock or any member of his or her immediate family had or will have a direct or indirect material interest.

We do not currently have any independent members on our board of directors. It is our policy that the disinterested members of our board of directors approve or ratify transactions involving directors, executive officers or principal stockholders or members of their immediate families or entities controlled by any of them in which they have a substantial ownership interest in which the amount involved may exceed the lesser of \$120,000 or 1% of the average of our total assets at year end and that are otherwise reportable under SEC disclosure rules. Such transactions include employment of immediate family members of any director or executive officer.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table shows the number of shares and percentage of all shares of common stock issued and outstanding as of October 12, 2011, held by any person known to the Company to be the beneficial owner of 5% or more of the Company's outstanding common stock, by each executive officer and director, and by all directors and executive officers as a group. The persons named in the table have sole voting and investment power with respect to all shares beneficially owned. Unless otherwise noted below, each beneficial owner has sole power to vote and dispose of the shares and the address of such person is c/o our corporate offices at 511 N.E. 3rd Avenue, 1st Floor, Fort Lauderdale, Florida 33760. Pursuant to Rule 13d-3 under the Exchange Act, a person has beneficial ownership of any securities as to which such person, directly or indirectly, through any contract, arrangement, undertaking, relationship or otherwise has or shares voting power and/or investment power or as to which such person has the right to acquire such voting and/or investment power within 60 days. Applicable percentage of ownership is based on 44,646,539 shares of common stock outstanding as of October 12, 2011 together with securities exercisable or convertible into shares of common stock within sixty (60) days of October 12, 2011 for each stockholder.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Ownership
Edward Cespedes	10,503,117(1)	23.6%
Ronald Suster(2)	2,494,404	5.6%
All officers and directors as a group (1 person)	10,503,117(1)	23.6%

(1)

Shares held by Edward A. Cespedes Revo