

## **CCA INDUSTRIES, INC.**

500 OFFICE CENTER DRIVE, SUITE 400, FORT WASHINGTON, PA 19034

201-935-3232

WWW.CCAINVESTOR.COM

INVESTORRELATIONS@CCAINDUSTRIES.COM

# **Annual Report**

**For the period ending November 30, 2023 (the "Reporting Period")**

### **Outstanding Shares**

The number of shares outstanding of our Common Stock was:

6,593,982 as of November 30, 2023 *(Current Reporting Period Date or More Recent Date)*

6,593,982 as of November 30, 2023 *(Most Recent Completed Fiscal Year End)*

### **Shell Status**

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

### **Change in Control**

Indicate by check mark whether a Change in Control<sup>4</sup> of the company has occurred during this reporting period:

Yes: ☐ No: ☒

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<sup>4</sup> "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

CCA INDUSTRIES, INC.

Current State and Date of Incorporation or Registration: DELAWARE, MARCH 25, 1983

Standing in this jurisdiction: (e.g. active, default, inactive): ACTIVE

Prior Incorporation Information for the issuer and any predecessors during the past five years:

NO CHANGE

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

NONE

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

NONE

Address of the issuer's principal executive office:

500 OFFICE CENTER DRIVE, SUITE 400, FORT WASHINGTON, PA 19034

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

\_\_\_\_\_

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

\_\_\_\_\_

**2) Security Information**

**Transfer Agent**

Name: BROADRIDGE CORPORATE ISSUER SOLUTIONS, LLC

Phone: 877-830-4936

Email: \_\_\_\_\_

Address: 1155 LONG ISLAND AVENUE, ENGLEWOOD, NJ 11717

**Publicly Quoted or Traded Securities:**

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	<u>CAWW</u>	
Exact title and class of securities outstanding:	<u>COMMON STOCK</u>	
CUSIP:	<u>124867102</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>15,000,000</u>	as of date: <u>NOVEMBER 30, 2023</u>
Total shares outstanding:	<u>6,593,982</u>	as of date: <u>NOVEMBER 30, 2023</u>
Total number of shareholders of record:	<u>70</u>	as of date: <u>JUNE 28, 2023</u>

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

**Other classes of authorized or outstanding equity securities that do not have a trading symbol:**

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	<u>CLASS A COMMON STOCK</u>	
Par or stated value:	<u>\$0.01</u>	
Total shares authorized:	<u>5,000,000</u>	as of date: <u>11/30/2023</u>
Total shares outstanding:	<u>967,702</u>	as of date: <u>11/30/2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>11/30/2023</u>

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Exact title and class of the security:	<u>PREFERRED STOCK, SENIOR REDEEMABLE SERIES B</u>	
Par or stated value:	<u>\$1.00</u>	
Total shares authorized:	<u>20,000,000</u>	as of date: <u>11/30/2023</u>
Total shares outstanding:	<u>165,000</u>	as of date: <u>11/30/2023</u>
Total number of shareholders of record:	<u>1</u>	as of date: <u>11/30/2023</u>

**Security Description:**

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

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

COMMON SHARES ELECTED 2 MEMBERS TO THE BOARD OF DIRECTORS. THE CLASS A SHAREHOLDERS ELECT 3 MEMBERS TO THE BOARD OF DIRECTORS. OTHERWISE, COMMON AND CLASS A HAVE THE SAME RIGHTS AS TO DIVIDEND AND ANY DISTRIBUTIONS.

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

THERE IS NO MINIMUM DIVIDEND. THE PREFERRED STOCK RECEIVES THE SAME DIVIDEND, IF ANY, AS THE COMMON STOCK. THE PREFERRED STOCK HAS TO BE REDEEMED AT THE VALUE OF \$3.50 PER SHARE, AND HAS PREFERENCE IN DISTRIBUTIONS PRIOR TO DISTRIBUTION TO ANY OTHER CLASS OF STOCK.

3. Describe any other material rights of common or preferred stockholders.

NONE

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

NONE

### 3) Issuance History

*The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: X (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance:</u> Date <u>11/30/2021</u> Common: 6,593,982 Preferred: <u>155,000 (NON-TRADING)</u> <u>CLASS A COMMON 967,702 (NON-TRADING)</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to.  ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

<u>03/09/2022</u>	<u>NEW</u>	<u>5,000</u> —	<u>PREFE</u> <u>RRED</u> <u>STOCK</u> <u>SERIES</u> <u>B</u>	<u>\$3.50</u>	<u>NO</u>	<u>LARRY</u> <u>WYSS</u>	<u>STOCK</u> <u>ISSUANCE</u>	<u>RESTRIC</u> <u>TED</u>	<u>UNREGI</u> <u>STERED</u>
<u>03/09/2023</u>	<u>NEW</u>	<u>5,000</u>	<u>PREFE</u> <u>RRED</u> <u>STOCK</u> <u>SERIES</u> <u>B</u>	<u>\$3.50</u>	<u>NO</u>	<u>LARRY</u> <u>WYSS</u>	<u>STOCK</u> <u>ISSUANCE</u>	<u>RESTRIC</u> <u>TED</u>	<u>UNREGI</u> <u>STERED</u>
—	—	—	—	—	—	—	—	—	—
Shares Outstanding on Date of This Report:  <u>Ending Balance:</u>  Date <u>11/30/2023</u>  Common: 6,593,982  Preferred: <u>165,000 (NON-TRADING)</u>  CLASS A COMMON: 967,702 (NON-TRADING)									

**Example:** A company with a fiscal year end of December 31<sup>st</sup> 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

—

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—
—	—	—	—	—	—	—	—

_____	_____	_____	_____	_____	_____	_____	_____
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**\*\*\*Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

#### **4) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on [www.OTCMarkets.com](http://www.OTCMarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

SALES AND MARKETING OF HEALTH AND BEAUTY AIDS/PRODUCTS

B. List any subsidiaries, parent company, or affiliated companies.

NONE

C. Describe the issuers' principal products or services.

SKIN CARE, ORAL CARE, BRAIN HEALTH SUPPLEMENTS, BEAUTY PRODUCTS SOLD TO MASS MARKETS, CHAIN DRUG, FOOD AND ON-LINE THROUGH AMAZON.COM AND WALMART.COM

#### **5) Issuer's Facilities**

*The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.*

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

RENT SHARED OFFICE SPACE AT 500 OFFICE CENTER DRIVE, SUITE 400, FORT WASHINGTON, PA 19034. ALL EMPLOYEES WORK FROM THEIR HOME AT THIS TIME.

#### **6) All Officers, Directors, and Control Persons of the Company**

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.

If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual

representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

*The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.*

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>CAPITAL PRESERVATION SOLUTIONS, LLC</u>	<u>DIRECTOR/5% OR MORE OWNER</u>	<u>PENN VALLEY, PA</u>	<u>967,702</u>	CLASS A COMMON STOCK	<u>100</u>	<u>BRENT FUNSTON AS MANAGING MEMBER</u>
<u>ESTATE OF LANCE FUNSTON</u>	<u>DIRECTOR/5% OR MORE OWNER</u>	<u>PENN VALLEY, PA</u>	<u>49,958</u>	<u>COMMON STOCK</u>	<u>.8%</u>	<u>BRENT FUNSTON AS EXECUTOR</u>
<u>CHRISTOPHER DOMINELLO</u>	<u>CHIEF EXECUTIVE OFFICER</u>	<u>HUNTINGDON VALLEY, PA</u>	<u>0</u>	_____	<u>0</u>	_____
<u>STEPHEN HEIT</u>	<u>CHIEF FINANCIAL OFFICER</u>	<u>LEWES, DE</u>	<u>31,805</u>	<u>COMMON STOCK</u>	<u>.5%</u>	_____
<u>BRIAN HAVESON</u> _____	<u>DIRECTOR</u>	<u>WILMINGTON, DE</u>	<u>0</u>	_____	<u>0</u>	_____
<u>MICHAEL DUNN</u>	<u>DIRECTOR</u>	<u>ARLINGTON, TX</u>	<u>0</u>		<u>0</u>	
<u>BRENT FUNSTON</u>	<u>CHAIRMAN OF THE BOARD</u>	<u>PENN VALEY, PA</u>	<u>0</u>		<u>0</u>	
<u>S. DAVID FINEMAN</u>	<u>DIRECTOR</u>	<u>PHILADELPHIA, PA</u>	<u>0</u>		<u>0</u>	
<u>CAPITAL PRESERVATION SOLUTIONS, LLC</u>	<u>DIRECTOR/5% OR MORE OWNER</u>	<u>PENN VALLEY, PA</u>	<u>450,000</u>	<u>COMMON STOCK</u>	<u>6.9%</u>	<u>BRENT FUNSTON AS MANAGING MEMBER</u>

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, log in to [www.OTCIQ.com](http://www.OTCIQ.com) to update your company profile.

## 7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

NONE AS OF NOVEMBER 30, 2023

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

NONE AS OF NOVEMBER 30, 2023

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

NONE AS OF NOVEMBER 30, 2023

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

NONE AS OF NOVEMBER 30, 2023

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

NONE AS OF NOVEMBER 30, 2023

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

NONE AS OF NOVEMBER 30, 2023

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

In March 2023, the Company agreed to enter into voluntary mediation with the landlord of its former facility in East Rutherford, New Jersey. The lease for the facility expired in May 2022. The Company had previously sub-let the facility which expired concurrently with the expiration of the lease. The landlord has refused to return the Company's security deposit in the amount of \$354,550 claiming that the Company owed money to the landlord in amounts exceeding the deposit. The Company has denied the claims of the landlord and is seeking return of the entire security deposit. The



Company is holding a security deposit of \$147,853 from the sub-tenant and has not returned the security deposit due to the claims from the landlord. The mediation was non-binding and did not result in a settlement. The Company was served on June 8, 2023, that the landlord commenced an action in the Superior Court of New Jersey, Law Division, Bergen County. The Company has responded with counterclaims. The Company has a tentative settlement with both the landlord and sub-tenant that would require the landlord to pay the Company \$175,000 and the Company to pay the sub-tenant \$73,982. Both transactions would occur simultaneously and would provide full releases for any and all claims to the Company, the landlord and the sub-tenant.

## 8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on [www.OTCMarkets.com](http://www.OTCMarkets.com). If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: ALAN LIEBLICH, ESQ.  
Address 1: BLANK ROME LLP  
Address 2: ONE LOGAN SQUARE, 130 NORTH 18<sup>TH</sup> ST., PHILADELPHIA, PA 19103  
Phone: 215-569-5693  
Email: \_\_\_\_\_

### Accountant or Auditor

Name: BRADLEY HAUSMAN, CPA  
Firm: COHNREZNICK LLP  
Address 1: 1305 WALT WHITMAN ROAD, SUITE 210  
Address 2: MELVILLE, NY 11747  
Phone: 516-417-5060  
Email: \_\_\_\_\_

### Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

### *All other means of Investor Communication:*

X (Twitter): \_\_\_\_\_  
Discord: \_\_\_\_\_  
LinkedIn: \_\_\_\_\_  
Facebook: \_\_\_\_\_  
[Other ]: \_\_\_\_\_

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_

Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: STEPHEN HEIT  
Title: CHIEF FINANCIAL OFFICER  
Relationship to Issuer: CHIEF FINANCIAL OFFICER

B. The following financial statements were prepared in accordance with:

☐ IFRS  
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: STEPHEN HEIT  
Title: CHIEF FINANCIAL OFFICER  
Relationship to Issuer: CHIEF FINANCIAL OFFICER

Describe the qualifications of the person or persons who prepared the financial statements:<sup>5</sup> B.S. DEGREE IN BUSINESS ADMINISTRATION, MBA WITH A CONCENTRATION IN ACCOUNTING, ADDITIONAL GRADUATE WORK PROFESSIONAL ACCOUNTING, DOCTORAL STUDENT FOR DOCTOR OF BUSINESS ADMINISTRATION

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

**FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED NOVEMBER 30, 2023 AND 2022, FILED WITH THE OTC ON FEBRUARY 28, 2023, ARE INCORPORATED BY REFERENCE.**

### **Financial Statement Requirements:**

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.

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<sup>5</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, CHRISTOPHER DOMINELLO certify that:

1. I have reviewed this Disclosure Statement for CCA INDUSTRIES, INC.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

FEBRUARY 28, 2023 [Date]

/s/ CHRISTOPHER DOMINELLO [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

### *Principal Financial Officer:*

I, STEPHEN HEIT certify that:

1. I have reviewed this Disclosure Statement for CCA INDUSTRIES, INC.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

FEBRUARY 28, 2023 [Date]

/s/ STEPHEN HEIT [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")