

# Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

## CCA INDUSTRIES, INC.

POST OFFICE BOX 735, LITTLE FERRY, NJ 07643

201-935-3232

WWW.CCAINVESTOR.COM

INVESTORRELATIONS@CCAINDUSTRIES.COM

SIC CODE: 2844

### ANNUAL Report

**For the Period Ending: NOVEMBER 30, 2020**

(the "Reporting Period")

As of Current Reporting Period, the number of shares outstanding of our Common Stock was:

6,563,982

As of Prior Reporting Period End Date, the number of shares outstanding of our Common Stock was:

6,563,982

As of November 30, 2020 the number of shares outstanding of our Common Stock was:

6,563,982

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 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:

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes:  No:

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<sup>1</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 of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

CCA Industries, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)  
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

NEW JERSEY, 1983, ACTIVE

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

Yes:  No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

\_\_\_\_\_

**2) Security Information**

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>11/30/2020</u>
Total shares outstanding:	<u>6,563,982</u>	as of date: <u>11/30/2020</u>
Number of shares in the Public Float <sup>2</sup> :	<u>1,278,022</u>	as of date: <u>11/30/2020</u>
Total number of shareholders of record:	<u>78</u>	as of date: <u>06/15/2020</u>

*All additional class(es) of publicly traded securities (if any):*

Trading symbol:	_____	
Exact title and class of securities outstanding:	_____	
CUSIP:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____

**Transfer Agent**

Name: AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC  
Phone: 718-921-8300  
Email: ADMIN2@AMSTOCK.COM

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes:  No:

\_\_\_\_\_

<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct 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

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>11/30/2018</u> Common:									
<u>6,488,982</u>									
CLASS A COMMON OUSTANDING: 967,702									
Preferred: <u>0</u>									
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 (entities must have individual with voting / investment control disclosed).	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>6/5/2019</u>	<u>STOCK OPTIONS GRANTE D</u>	<u>275,000</u>	<u>COMM ON</u>	<u>\$2.00</u>	<u>NO</u>	<u>CCA EMPLOYEE S (12)</u>	<u>INCENTIVE STOCK OPTION GRANT</u>	<u>RESTRIC TED</u>	<u>UNREGI STERED</u>
<u>10/24/2019</u>	<u>NEW</u>	<u>75,000</u>	<u>COMM ON</u>	<u>\$3.30</u>	<u>NO</u>	<u>JUSTIN W. MILLS, III</u>	<u>EXERCISE OF NON-QUALIFIED STOCK OPTION</u>	<u>RESTRIC TED</u>	<u>UNREGI STERED</u>
<u>02/18/2020</u>	<u>NEW</u>	<u>155,000</u>	<u>PREFE RRED</u>	<u>\$3.50</u>	<u>NO</u>	<u>K.E.L.K. CORP</u>	<u>STOCK ISSUANCE</u>	<u>RESTRIC TED</u>	<u>UNREGI STERED</u>
Shares Outstanding on Date of This Report:									

<u>Ending Balance:</u>	<u>Ending Balance</u>
Date <u>11/30/2020</u>	
Common: <u>6,563,982</u>	
<u>CLASS A COMMON (NON-TRADING)</u>	
<u>967,702</u>	Preferred:
<u>155,000 (NON-TRADING)</u>	

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

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

\_\_\_\_\_

### B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities..

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

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 (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

\_\_\_\_\_

### 4) Financial Statements

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

- U.S. GAAP  
 IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

\_\_\_\_\_

<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

**FINANCIAL STATEMENTS FOR THE YEAR ENDED NOVEMBER 30, 2020 FILED WITH THE OTC ON MARCH 1, 2021 ARE INCORPORATED BY REFERENCE.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

**5) Issuer's Business, Products and Services**

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- 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**

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

\_\_\_\_\_

- C. Describe the issuers' principal products or services, and their markets

**SKIN CARE, ORAL CARE PRODUCTS SOLD TO MASS MARKET, CHAIN DRUG, FOOD AND ON-LINE RETAILER ACCOUNTS.**

**6) Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have

complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

RIGHT OF USE ASSET REFLECTS EAST RUTHERFORD, NJ FACILITY THAT IS SUB-LEASED TO A THIRD PARTY. THE COMPANY DOES NOT HAVE ANY OTHER ACTIVE LEASES AS OF THIS FILING.

## 7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor 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 shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% of more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>LANCE FUNSTON</u>	<u>CEO/DIRECTOR/MORE THAN 5%</u>	<u>C/O CCA, 298 TOWER LANE, PENN VALLEY, PA 19072</u>	<u>967,702</u>	<u>COMMON STOCK CLASS A</u>	<u>100</u>	<u>CLASS A COMMON STOCK ELECTS FOUR MEMBERS OF THE BOARD OF DIRECTORS</u>
<u>LANCE FUNSTON</u>	<u>—</u>	<u>—</u>	<u>19,958</u>	<u>COMMON STOCK</u>	<u>.3%</u>	<u>—</u>
<u>DOUGLAS HAAS</u>	<u>PRESIDENT/ COO</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>0</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>STEPHEN HEIT</u>	<u>EVP / CFO</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>31,805</u>	<u>COMMON STOCK</u>	<u>.5%</u>	<u>—</u>
<u>SARDAR BIGLARI</u>	<u>DIRECTOR</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>776,259</u>	<u>COMMON STOCK</u>	<u>12%</u>	<u>OWNED BY BIGLARI HOLDINGS, INC. OF WHICH</u>

						<u>SARDAR BIGLARI IS CHAIRMAN AND CEO, AND HAS INVESTMENT DISCRETION OVER SECURITIES OWNED.</u>
<u>PHILIP COOLEY</u>	<u>DIRECTOR</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>0</u>			
<u>MICHAEL DUNN</u>	<u>DIRECTOR</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>0</u>			
<u>S. DAVID FINEMAN</u>	<u>DIRECTOR</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>0</u>			
<u>BRIAN HAVESON</u>	<u>DIRECTOR</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>0</u>			
<u>BRENT FUNSTON</u>	<u>DIRECTOR</u>	<u>C/O CCA, POST OFFICE BOX 735, LITTLE FERRY, NJ 07643</u>	<u>0</u>			<u>SON OF LANCE FUNSTON, CHAIRMAN OF THE BOARD AND CEO</u>
<u>CAPITAL PRESERVATION SOLUTIONS, LLC</u>	<u>5% OR MORE OWNER</u>	<u>298 TOWER LANE, PENN VALLEY, PA 19072</u>	<u>450,000</u>	<u>COMMON STOCK</u>	<u>6.9%</u>	<u>CONTROLLED BY LANCE FUNSTON, CHAIRMAN OF THE BOARD AND CEO</u>

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

NONE AS OF MARCH 1, 2021

2. 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, or banking activities;

NONE AS OF MARCH 1, 2021

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

NONE AS OF MARCH 1, 2021

4. The entry 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 MARCH 1, 2021

- 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 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.

NONE AS OF MARCH 1, 2021

## 9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

### Securities Counsel

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

### Accountant or Auditor

Name: MICHAEL MONAHAN  
Firm: COHNREZNICK LLP  
Address 1: 100 JERICHO QUADRANGLE, SUITE 223  
Address 2: JERICHO, NY 11753  
Phone: 516-336-5509  
Email: \_\_\_\_\_

### Investor Relations

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

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

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, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

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

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

**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).

The certifications shall follow the format below:

I, LANCE T. FUNSTON certify that:

1. I have reviewed this annual disclosure statement of 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.

MARCH 1, 2021 [Date]

/S/ LANCE T. FUNSTON [CEO's Signature]

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

*Principal Financial Officer:*

I, STEPHEN A. HEIT certify that:

1. I have reviewed this annual disclosure statement of 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.

MARCH 1, 2021 [Date]

/S/ STEPHEN A. HEIT [CFO's Signature]

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