

DARDEN RESTAURANTS INC  
Form SC 13G/A  
January 23, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No: 7)

DARDEN RESTAURANTS INC

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

237194105

-----  
(CUSIP Number)

December 31, 2016

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 237194105

(1) Names of reporting persons. BlackRock, Inc.

(2) Check the appropriate box if a member of a group  
(a)

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(b) [X]

(3) SEC use only

(4) Citizenship or place of organization

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power

9867086

(6) Shared voting power

NONE

(7) Sole dispositive power

10849300

(8) Shared dispositive power

NONE

(9) Aggregate amount beneficially owned by each reporting person

10849300

(10) Check if the aggregate amount in Row (9) excludes certain shares

(11) Percent of class represented by amount in Row 9

8.8%

(12) Type of reporting person

HC

Item 1.

Item 1(a) Name of issuer:

-----  
DARDEN RESTAURANTS INC

Item 1(b) Address of issuer's principal executive offices:

-----  
1000 DARDEN CENTER DRIVE  
Orlando FL 32837

Item 2.

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2(a) Name of person filing:

-----  
BlackRock, Inc.

2(b) Address or principal business office or, if none, residence:

-----  
BlackRock Inc.  
55 East 52nd Street  
New York, NY 10055

2(c) Citizenship:

-----  
See Item 4 of Cover Page

2(d) Title of class of securities:

-----  
Common Stock

2(e) CUSIP No.:

See Cover Page

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- Broker or dealer registered under Section 15 of the Act;
- Bank as defined in Section 3(a)(6) of the Act;
- Insurance company as defined in Section 3(a)(19) of the Act;
- Investment company registered under Section 8 of the Investment Company Act of 1940;
- An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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Amount beneficially owned:

10849300

Percent of class

8.8%

Number of shares as to which such person has:

Sole power to vote or to direct the vote

9867086

Shared power to vote or to direct the vote

NONE

Sole power to dispose or to direct the disposition of

10849300

Shared power to dispose or to direct the disposition of

NONE

Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of

DARDEN RESTAURANTS INC.

No one person's interest in the common stock of

DARDEN RESTAURANTS INC

is more than five percent of the total outstanding common shares.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity.

See Item 5.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 19, 2017  
BlackRock, Inc.

Signature: Spencer Fleming

-----  
Name/Title Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized

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representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

### Subsidiary

BlackRock (Luxembourg) S.A.  
BlackRock (Netherlands) B.V.  
BlackRock (Singapore) Limited  
BlackRock Advisors (UK) Limited  
BlackRock Advisors, LLC  
BlackRock Asset Management Canada Limited  
BlackRock Asset Management Deutschland AG  
BlackRock Asset Management Ireland Limited  
BlackRock Asset Management North Asia Limited  
BlackRock Asset Management Schweiz AG  
BlackRock Capital Management  
BlackRock Financial Management, Inc.  
BlackRock Fund Advisors  
BlackRock Fund Managers Ltd  
BlackRock Institutional Trust Company, N.A.  
BlackRock International Limited  
BlackRock Investment Management (Australia) Limited  
BlackRock Investment Management (UK) Ltd  
BlackRock Investment Management, LLC  
BlackRock Japan Co Ltd  
BlackRock Life Limited  
iShares (DE) I Investmentaktiengesellschaft mit Teilgesellschaftsvermogen

\*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.  
Exhibit B

### POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, United States (the "Company"), does hereby make, constitute and appoint each of Matthew Mallow, Chris Meade, Howard Surloff, Dan Waltcher, Georgina Fogo, Charles Park, Enda McMahon, Carsten Otto, Con Tzatzakis, Karen Clark, Andrew Crain, Herm Howerton, David Maryles, Daniel Ronnen, John Stelley, John Ardley, Maureen Gleeson and Spencer Fleming acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to

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time, executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall expressly revoke the power of attorney dated 1st day of October, 2015 in respect of the subject matter hereof, shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 8th day of December, 2015.

BLACKROCK, INC.

By: /s/ Chris Jones  
Name: Chris Jones  
Title: Chief Investment Officer

19,789 ----- TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$ 25,450 ===== The accompanying notes are an integral part of the financial statements. F-2 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) STATEMENT OF OPERATIONS PERIOD FROM SEPTEMBER 17, 2009 (INCEPTION) TO MARCH 31, 2010 Period from September 17, 2009 (Date of Inception) to March 31, 2010 ----- GROSS REVENUES \$ 0 OPERATING EXPENSES 6,211 LOSS FROM OPERATIONS (6,211) OTHER EXPENSES 0 ----- NET LOSS BEFORE INCOME TAXES (6,211) PROVISION FOR INCOME TAXES 0 ----- NET LOSS \$ (6,211) ===== WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING 716,327 ===== NET LOSS PER SHARE \$ (0.01) ===== The accompanying notes are an integral part of the financial statements. F-3 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) STATEMENT OF STOCKHOLDERS' EQUITY PERIOD FROM SEPTEMBER 17, 2009 (INCEPTION) TO MARCH 31, 2010  
Common Stock Additional ----- Paid in Accumulated Shares Amount Capital Deficit Total -----  
----- ----- Inception, September 17, 2009 0 \$ 0 \$ 0 \$ 0 \$ 0 Common stock issued to founder at \$0.004 per share 1,000,000 1,000 3,000 -- 4,000 Common stock issued for cash at \$0.01 per share 2,200,000 2,200 19,800 -- 22,000  
Net loss for the period ended March 31, 2010 -- -- -- (6,211) (6,211) ----- ----- Balance,

March 31, 2010 3,200,000 \$ 3,200 \$ 22,800 \$ (6,211) \$ 19,789 =====

===== The accompanying notes are an integral part of the financial statements. F-4 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) STATEMENTS OF CASH FLOWS PERIOD FROM SEPTEMBER 17, 2009 (INCEPTION) TO MARCH 31, 2010 Period from September 17, 2009 (Date of Inception) to March 31, 2010 ----- CASH FLOWS FROM OPERATING ACTIVITIES: Net loss for the period \$ (6,211) Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities: Changes in Assets and Liabilities Increase in accrued expenses 4,582 ----- Net Cash Used in Operating Activities (1,629) ----- CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from note payable - related party 1,079 Proceeds from the sale of common stock 26,000 ----- Net Cash Provided by Financing Activities 27,079 ----- Net Increase in Cash and Cash Equivalents 25,450 Cash and Cash Equivalents - Beginning 0 ----- Cash and Cash Equivalents - Ending \$ 25,450 ===== Supplemental Cash Flow Information: Cash paid for interest \$ 0 ===== Cash paid for income taxes \$ 0 ===== The accompanying notes are an integral part of the financial statements. F-5 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES ORGANIZATION AND BUSINESS Krossbow Holding Corp. ("the Company") was incorporated under the laws of the State of Nevada, U.S. on September 17, 2009. The Company is in the development stage and it intends to design and construct eco-friendly self assembly housing and storage structures. The Company intends to build a product that will be well suited to a more environmentally conscious market looking for affordable quality housing and storage that can be put together easily and quickly. Initially the target market will be the resort and cabin markets of Europe, Asia and North America. The Company has not generated any revenue to date and consequently its operations are subject to all risks inherent in the establishment of a new business enterprise. For the period from inception, September 17, 2009 through March 31, 2010 the Company has accumulated losses of \$6,211. BASIS OF PRESENTATION The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars. ACCOUNTING BASIS The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted an March 31 fiscal year end. FAIR VALUE OF FINANCIAL INSTRUMENTS The carrying value of cash, accounts payable and notes payable approximate their fair value due to the short period of these instruments. DEVELOPMENT STAGE COMPANY The accompanying financial statements have been prepared in accordance with generally accepted accounting principles related to development-stage companies. A development-stage company is one in which planned principal operations have not commenced or if its operations have commenced, there has been no significant revenues there from. USE OF ESTIMATES The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. CASH AND CASH EQUIVALENTS For purposes of the statement of cash flows, the Company considers highly liquid financial instruments purchased with a maturity of three months or less to be cash equivalents. REVENUE RECOGNITION The Company will recognize revenue when products are fully delivered or services have been provided and collection is reasonably assured. F-6 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) INCOME TAXES The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting basis and the tax basis of the assets and liabilities and are measured using enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recognized, when it is more likely than not, that such tax benefits will not be realized. Any deferred tax asset is considered immaterial and has been fully offset by a valuation allowance because at this time the Company believes that it is more likely than not that the future tax benefit will not be realized as the Company has no current operations. LOSS PER COMMON SHARE Basic loss per share is calculated using the weighted-average number of common shares outstanding during each reporting period. Diluted loss per share includes potentially dilutive securities such as outstanding options and warrants, using various methods such as the treasury stock or modified treasury stock method in the determination of dilutive shares outstanding during each reporting



period. The Company does not have any potentially dilutive instruments. **STOCK-BASED COMPENSATION** Stock-based compensation is accounted for at fair value in accordance with SFAS No. 123 and 123 (R) (ASC 718). To date, the Company has not adopted a stock option plan and has not granted any stock options. As of March 31, 2010, the Company has not issued any stock-based payments to its employees. **FOREIGN CURRENCY TRANSLATION** The Company's functional currency is the Canadian dollar and its reporting currency is the United States dollar.

**RECENT ACCOUNTING PRONOUNCEMENTS** In May 2009, the FASB issued SFAS 165 (ASC 855-10) entitled "Subsequent Events". Companies are now required to disclose the date through which subsequent events have been evaluated by management. Public entities (as defined) must conduct the evaluation as of the date the financial statements are issued, and provide disclosure that such date was used for this evaluation. SFAS 165 (ASC 855-10) provides that financial statements are considered "issued" when they are widely distributed for general use and reliance in a form and format that complies with GAAP. SFAS 165 (ASC 855-10) is effective for interim and annual periods ending after June 15, 2009 and must be applied prospectively. The adoption of SFAS 165 (ASC 855-10) during the quarter ended September 30, 2009 did not have a significant effect on the Company's financial statements as of that date or for the quarter or year-to-date period then ended. In connection with preparing the accompanying unaudited financial statements as of September 30, 2009 and for the quarter and nine month period ended September 30, 2009, management evaluated subsequent events through the date that such financial statements were issued (filed with the SEC).

**F-7 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED) RECENT ACCOUNTING PRONOUNCEMENTS (CONTINUED)** In June 2009, the FASB issued SFAS 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. ("SFAS 168" or ASC 105-10) SFAS 168 (ASC 105-10) establishes the Codification as the sole source of authoritative accounting principles recognized by the FASB to be applied by all nongovernmental entities in the preparation of financial statements in conformity with GAAP. SFAS 168 (ASC 105-10) was prospectively effective for financial statements issued for fiscal years ending on or after September 15, 2009 and interim periods within those fiscal years. The adoption of SFAS 168 (ASC 105-10) on July 1, 2009 did not impact the Company's results of operations or financial condition. The Codification did not change GAAP, however, it did change the way GAAP is organized and presented. As a result, these changes impact how companies reference GAAP in their financial statements and in their significant accounting policies. The Company implemented the Codification in this Report by providing references to the Codification topics alongside references to the corresponding standards. With the exception of the pronouncements noted above, no other accounting standards or interpretations issued or recently adopted are expected to have a material impact on the Company's financial position, operations or cash flows.

**NOTE 2 - CAPITAL STOCK** The authorized capital of the Company is 75,000,000 common shares with a par value of \$ 0.001 per share. In December 2009, the Company issued 1,000,000 shares of common stock at a price of \$0.004 per share for total cash proceeds of \$4,000. In January through March 2010, the Company issued 2,200,000 shares of common stock at a price of \$0.01 per share for total cash proceeds of \$22,000. The Company has 3,200,000 shares of common stock issued and outstanding as of March 31, 2010.

**NOTE 3 - ACCRUED EXPENSES** Accrued expenses at March 31, 2010 consisted of amounts owed to the Company's outside independent auditors and a company assisting in building the Company's logo and website.

**NOTE 4 - RELATED PARTY TRANSACTIONS** On September 17, 2009, the sole Director and President, Jason Kropp loaned the Company \$1,079. The loan is non-interest bearing, unsecured and due upon demand.

**F-8 KROSSBOW HOLDING CORP. (A DEVELOPMENT STAGE COMPANY) NOTES TO THE FINANCIAL STATEMENTS MARCH 31, 2010 NOTE 4 - RELATED PARTY TRANSACTIONS (CONTINUED)** The Company shares office space in the office of its sole director and President. We do not pay any rent and there is no agreement to pay any rent in the future nor is there a binding agreement for the space to be provided indefinitely on a rent-free basis. Such costs are immaterial to the financial statements and, accordingly have not been reflected therein.

**NOTE 5 - INCOME TAXES** For the period ended March 31, 2010, the Company has incurred net losses and, therefore, has no tax liability. The net deferred tax asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately \$6,000 at March 31, 2010, and will expire beginning in the year 2030. The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows: 2009 ----- Income tax expense at statutory rate \$ 2,111 Valuation allowance (2,111) ----- Income tax expense per books \$ -- ===== Net deferred tax assets consist of the following components as of: 2009 ----- NOL Carryover \$ 2,111

Valuation allowance (2,111) ----- Net deferred tax asset \$ -- ===== NOTE 6 - GOING CONCERN The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying financial statements, the Company incurred losses of \$6,211 since its inception and has not yet produced revenues from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event that the Company cannot continue as a going concern. Management anticipates that it will be able to raise additional working capital through the issuance of stock and through additional loans from investors. The ability of the Company to continue as a going concern is dependent upon the Company's ability to attain a satisfactory level of profitability and obtain suitable and adequate financing. There can be no assurance that management's plan will be successful.

NOTE 7 - SUBSEQUENT EVENTS In accordance with SFAS 165 (ASC 855-10) the Company has analyzed its operations subsequent to March 31, 2010 and has determined that it does not have any material subsequent events to disclose in these financial statements.

F-9 WHERE YOU CAN FIND MORE INFORMATION We have filed a registration statement on Form S-1 under the Securities Act with the SEC with respect to the shares of our common stock offered through this prospectus. This prospectus is filed as a part of that registration statement but does not contain all of the information contained in the registration statement and exhibits. Statements made in the registration statement are summaries of the material terms of the referenced contracts, agreements or documents of our company. You may inspect the registration statement, exhibits and schedules filed with the SEC at the SEC's principal office in Washington, D.C. Copies of all or any part of the registration statement may be obtained from the Public Reference Section of the SEC, at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The SEC also maintains a web site at <http://www.sec.gov> that contains reports, proxy statements and information regarding registrants that file electronically with the SEC. Our registration statement and the referenced exhibits can also be found on this site. We are not currently subject to the Exchange Act and currently are not required to, and do not, deliver annual, quarterly or special reports to stockholders. We will not deliver such reports to our stockholders until after, and if, this offering is declared effective by the SEC. Once such effectiveness is granted, if ever, we plan to file a registration statement pursuant to the Exchange Act in order to register our common stock under Section 12(g) of the Exchange Act. Upon our common stock becoming registered under the Exchange Act we will be required to file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings will be available to the public over the Internet at the SEC's website at <http://www.sec.gov>.

PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION The estimated costs of this offering are as follows: Securities and Exchange Commission registration fee \$ 6.28 Transfer Agent Fees \$ 5,000.00 Accounting fees and expenses \$ 5,500.00 Legal fees and expenses \$ 4,500.00 Edgar filing fees \$ 800.00 ----- Total \$15,806.27 ===== All amounts are estimates other than the Commission's registration fee. We are paying all expenses of the offering listed above. No portion of these expenses will be borne by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or other costs of sale.

INDEMNIFICATION OF DIRECTORS AND OFFICERS Our sole officer and director is indemnified as provided by the Nevada Revised Statutes and our bylaws. Under the NRS, director immunity from liability to a company or its shareholders for monetary liabilities applies automatically unless it is specifically limited by a company's articles of incorporation; that is not the case with our articles of incorporation. Excepted from that immunity are: (1) a willful failure to deal fairly with the company or its shareholders in connection with a matter in which the director has a material conflict of interest; (2) a violation of criminal law (unless the director had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful); (3) a transaction from which the director derived an improper personal profit; and (4) willful misconduct. Our bylaws provide that we will indemnify our directors and officers to the fullest extent not prohibited by Nevada law; provided, however, that we may modify the extent of such indemnification by individual contracts with our directors and officers; and, provided, further, that we shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person unless: (1) such indemnification is expressly required to be made by law; (2) the proceeding was authorized by our Board of Directors; (3) such indemnification is provided by us, in our sole discretion, pursuant to the powers vested us under Nevada law; or (4) such indemnification is required to be made pursuant to the bylaws.

II-1 Our bylaws provide that we will advance all expenses incurred to

any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was our director or officer, or is or was serving at our request as a director or executive officer of another company, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request. This advance of expenses is to be made upon receipt of an undertaking by or on behalf of such person to repay said amounts should it be ultimately determined that the person was not entitled to be indemnified under our bylaws or otherwise. Our bylaws also provide that no advance shall be made by us to any officer in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made: (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding; or (b) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to our best interests.

**RECENT SALES OF UNREGISTERED SECURITIES** We issued 1,000,000 shares of our common stock to Jason Kropp on January 16, 2009. Mr. Kropp is our President, Chief Executive Officer, Treasurer, Secretary and our sole director. He acquired these 1,000,000 shares at a price of \$0.004 per share for total proceeds to us of \$4,000.00. These shares were issued pursuant to Section 4(2) of the Securities Act of 1933 (the "Securities Act"). In connection with this issuance, Mr. Kropp was provided with access to all material aspects of the company, including the business, management, offering details, risk factors and financial statements. He also represented to us that he was acquiring the shares as principal for his own account with investment intent. He also represented that he was sophisticated, having prior investment experience and having adequate and reasonable opportunity and access to any corporate information necessary to make an informed decision. This issuance of securities was not accompanied by general advertisement or general solicitation. The shares were issued with a Rule 144 restrictive legend. We completed an offering of 2,200,000 shares of our common stock at a price of \$0.01 per share to the following 30 purchasers on March 10, 2010:

Name of Subscriber	Number of Shares
Bernard Kropp	100,000
Brenda Kropp	100,000
Gilene Kropp	100,000
Jenise Kropp	100,000
Janaya Hackemann	100,000
Gregor Hackemann	100,000
Mike Eisbrenner	75,000
Nathan Kropp	100,000
Delores Langston	75,000
Lisa Langston	40,000
Chris Oviatt	75,000
Xiao Luo	100,000
Frederic Agrapart	100,000
Marcel Mandin	40,000
II-2 Erin Shanahan	40,000
James Yushchynshyn	75,000
Barbara Edgar	40,000
Bonnie Harrison	75,000
Jaymes Bakker	40,000
Owen Lepps	75,000
Luc Laforge	40,000
Scott O'Donoghue	40,000
Patricia Kropp	100,000
Randy Kropp	100,000
Megan Schafers	40,000
Dennis Pidzarko	75,000
Cheryl Pidzarko	75,000
Cory Kropp	100,000
Carol Danyluk	40,000
Steve Munn	40,000

The total amount received from this offering was \$22,000. We completed this offering pursuant to Regulation S of the Securities Act.

**REGULATION S COMPLIANCE** Each offer or sale was made in an offshore transaction; We did not make any directed selling efforts in the United States. We also did not engage any distributors, any respective affiliates, nor any other person on our behalf to make directed selling efforts in the United States; Offering restrictions were, and are, implemented; No offer or sale was made to a U.S. person or for the account or benefit of a U.S. person; Each purchaser of the securities certifies that it was not a U.S. person and was not acquiring the securities for the account or benefit of any U.S. person; Each purchaser of the securities agreed to resell such securities only in accordance with the provisions of Regulation S, pursuant to registration under the Securities Act of 1933, or pursuant to an available exemption from registration; and agreed not to engage in hedging transactions with regard to such securities unless in compliance with the Securities Act of 1933; The securities contain a legend to the effect that transfer is prohibited except in accordance with the provisions of Regulation S, pursuant to registration under the Securities Act of 1933, or pursuant to an available exemption from registration; and that hedging transactions involving those securities may not be conducted unless in compliance with the Securities Act of 1933; and We are required, either by contract or a provision in its bylaws, articles, charter or comparable document, to refuse to register any transfer of the securities not made in accordance with the provisions of Regulation S pursuant to registration under the Securities Act of 1933, or pursuant to an available exemption from registration.

**II-3 EXHIBITS** Exhibit Number Description ----- 3.1 Articles of Incorporation \* 3.2 By-Laws \* 5.1 Legal opinion of Karen A, Batcher, with consent to use \* 10.1 Advertising Contract with CarbonBull Inc. 10.2 Loan Agreement between Krossbow Holding Corp. and Jason Kropp 23.1 Consent of Silberstein Ungar, PLLC. ----- \* Filed Previously

**THE UNDERSIGNED REGISTRANT HEREBY UNDERTAKES:** 1. To file, during any period in which offers or sales are being made, a post-effective

amendment to this registration statement: (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (b) To reflect in the prospectus any facts or events arising after the effective date of this registration statement, or most recent post-effective amendment, which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; Notwithstanding the forgoing, any increase or decrease in Volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the commission pursuant to Rule 424(b)if, in the aggregate, the changes in the volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement. (c) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in the registration statement. 2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. 3. To remove from registration by means of a post-effective amendment any of the securities being registered hereby which remain unsold at the termination of the offering. 4. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to officers, directors, and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted our director, officer, or other controlling person in connection with the securities registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the final adjudication of such issue. 5. Each prospectus filed pursuant to Rule 424(b) as part of a Registration statement relating to an offering, other than registration statements relying on Rule 430(B) or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided II-4 however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by referenced into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities, other than the payment by us of expenses incurred or paid by one of our directors, officers, or controlling persons in the successful defense of any action, suit or proceeding, is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification is against public policy as expressed in the Securities Act, and we will be governed by the final adjudication of such issue. SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Carson City, State of Nevada, on July 6, 2010. Krossbow Holding Corp. By: /s/ Jason Kropp ----- Jason Kropp President, Chief Executive Officer, Secretary, Treasurer, Chief Accounting Officer, Chief Financial Officer and sole Director Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates stated. Signature Capacity in Which Signed Date -----  
----- /s/ Jason Kropp President, Chief Executive July 6, 2010 ----- Officer, Secretary, Treasurer, Jason Kropp Chief Accounting Officer, Chief Financial Officer and sole Director II-5