

Amendment #6

**SUBJECT TO COMPLETION, DATED FEBRUARY 5, 2020.**

**PRELIMINARY OFFERING CIRCULAR**



**Up to 12,500,000 Shares of CaliberCos Inc. Series B Preferred Stock convertible into  
12,500,000 Shares of CaliberCos Inc. Class A Common Stock  
Minimum Individual Investment: 500 Shares \$2,000.00**

This Amendment No. 6 amends the preliminary offering circular of CaliberCos Inc., which was last filed with the Securities and Exchange Commission (the "Commission") on January 24, 2020 (the "Offering Circular") in order to to add, update and/or replace information contained in the Offering Circular as expressly set forth herein.

**Incorporation by Reference of Offering Circular**

The Offering Circular, including this Amendment No. 6, is part of a preliminary offering statement (File No. 024-11016) that was last filed with the Commission. We hereby incorporate by reference into this Amendment No. 6 all of the information contained in Part II of the Offering Circular. Please note that any statement that we make in this Amendment No. 6 (or have made in the Offering Circular) will be modified or superseded by any inconsistent statement made by us in a subsequent amendment, offering circular supplement or post-qualification amendment.

The purpose of this Amendment No. 6 is to file Exhibit 13.1 to the Offering Circular.

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**PART III**  
**INDEX TO EXHIBITS**

<u>Exhibit Number</u>	<u>Exhibit Description (hyperlink)</u>	<u>Filed Herewith</u>	<u>Form</u>	<u>File No</u>	<u>Exhibit</u>	<u>Filing Date</u>
<a href="#">13.1</a>	<a href="#">"Testing the Waters" Material</a>	X				

### SIGNATURES

Pursuant to the requirements of Regulation A, the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form 1-A and has duly caused this draft offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Scottsdale, State of Arizona, on February 5, 2020.


#### CaliberCos Inc.

By: /s/ John C. Loeffler, II

Name: John C. Loeffler, II

Title: Chief Executive Officer

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John C. Loeffler, II</u> John C. Loeffler, II	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 5, 2020
* <u>Jennifer Schrader</u>	Chief Operating Officer, Secretary and Director	February 5, 2020
* <u>Jade Leung</u>	Chief Financial Officer (Principal Financial and Accounting Officer)	February 5, 2020
* By <u>John C. Loeffler, II</u> John C. Loeffler, II	Attorney-in-fact	February 5, 2020



**CALIBER**

PLEASE JOIN US  
WHILE WE CELEBRATE CALIBER'S FIRST

**PUBLIC  
INVESTMENT  
OFFERING**

**AT OUR PRE-LAUNCH PARTY**

**NOW ACCEPTING REG A+ RESERVATIONS**

LOCATED AT

*Naak Kitchen*

DOWNTOWN  
15 E MONROE ST, PHOENIX, AZ 85004

**FEBRUARY 5, 2020 | 5-9PM**

DRINKS &  
APPETIZERS PROVIDED

**CLICK HERE TO RSVP**

# CALIBER'S FIRST PUBLIC INVESTMENT

## OFFERING PRE-LAUNCH PARTY

### PRIVATE EVENT

**FEBRUARY 5, 2020**

**Please join us while we celebrate**

**Caliber's first public investment offering!**

After 10 years of business and six consecutive years on the INC 5000 list, Caliber is officially launching a "Test the Waters" campaign for their online public offering!

Come mingle with our leadership team, key investors and industry professionals as we celebrate this Scottsdale based business in the heart of Arizona.

This Reg A+ public offering allows the general public (not just accredited investors) to invest in private companies. View our offering circular [here](#).

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Through access to more investors, this public investment offering will give Caliber additional resources needed to grow and fulfill its goal of becoming the leading real estate investor in the Southwest.

## **Nook Kitchen Downtown**

15 E Monroe St, Phoenix, AZ 85004

**5:00 PM - 9:00 PM**

Drinks and Appetizers Provided

**With a special announcement by Caliber**

**Co-Founders**

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**Chris Loeffler**

Caliber  
CEO & Co-Founder



**Jennifer Schrader**

Caliber  
President & Co-Founder

Please RSVP by using the link below or to 480.295.7600.

[CLICK HERE TO RSVP](#)

*Caliber is Testing the Waters to gauge market demand from potential investors for an offering under Tier II of Regulation A. No money or other consideration is being solicited, and if sent in response, it will not be accepted. No sales of securities will be made or commitment to purchase accepted until qualification of the offering statement by the Securities and Exchange Commission (The Commission) and approval of any other required government or regulatory agency. An indication of interest made by a prospective investor is non-binding and involves no obligation or commitment of any kind. No offer to buy securities can be accepted and no part of the purchase price can be received without an offering statement that has been qualified by The Commission.*

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Caliber Companies, 8901 E Mountain View Rd, Ste 150, Scottsdale, Arizona 85258, 480-295-7600

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URL: <https://www.CaliberIPO.com>

Disclaimer included in screen captures: Caliber has not registered or qualified a Regulation A offering with the Securities and Exchange Commission ("SEC"). Prior to doing so, Caliber is testing the waters to solicit potential investor interest. We are not accepting money or any binding commitments at this time. No sales of these securities will be made or subscriptions accepted until qualification of the offering statement by the SEC. Any indication of interest made by a prospective investor is non-binding. No offer of securities will be made without providing any prospective investor with a qualified offering statement.



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## Thank you

Form submission was successful.

[www.caliber.com](http://www.caliber.com)

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**CALIBER**

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**PUBLIC  
INVESTMENT  
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**AT OUR PRE-LAUNCH PARTY**

LOCATED AT

*Noak Kitchen*

DOWNTOWN

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# **CALIBER'S PRE-LAUNCH PARTY**

**PRIVATE EVENT**

**FEBRUARY 5, 2020**

**Please join us while we celebrate**

**Caliber's 11 year anniversary and more!**

Caliber is excited to share a special announcement from our Co-Founders, Chris Loeffler and Jennifer Schrader with our supporters and investors!

Come mingle with our leadership team, key investors and industry professionals as we celebrate this Scottsdale based business in the heart of Arizona.

## **Nook Kitchen Downtown**

15 E Monroe St, Phoenix, AZ 85004

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**5:00 PM - 9:00 PM**

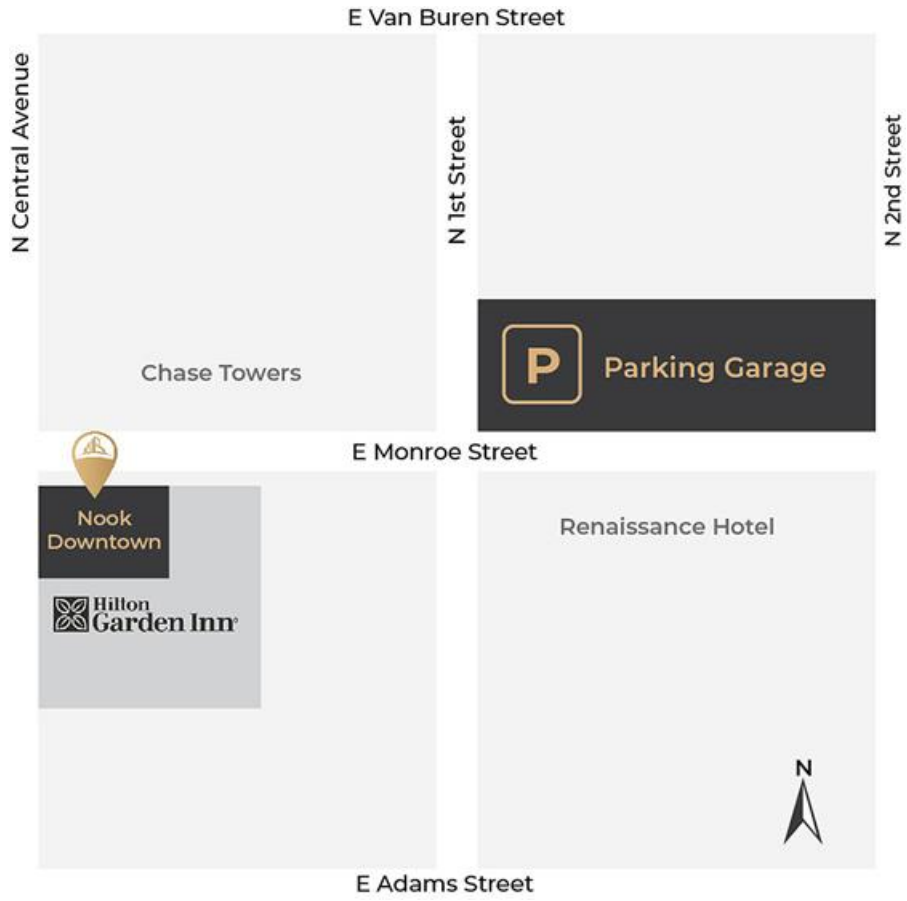
Drinks and Appetizers Provided

**Parking & Directions**

We will be offering validated parking if you park in the Chase parking garage on 2nd Street and Monroe. Please bring your ticket to the check-in table to receive validation.

If you choose to Lyft instead, please use the following code: **CALIBER2020PARTY**.

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# CALIBER

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WHILE WE CELEBRATE CALIBER'S FIRST

## PUBLIC INVESTMENT OFFERING

AT OUR PRE-LAUNCH PARTY

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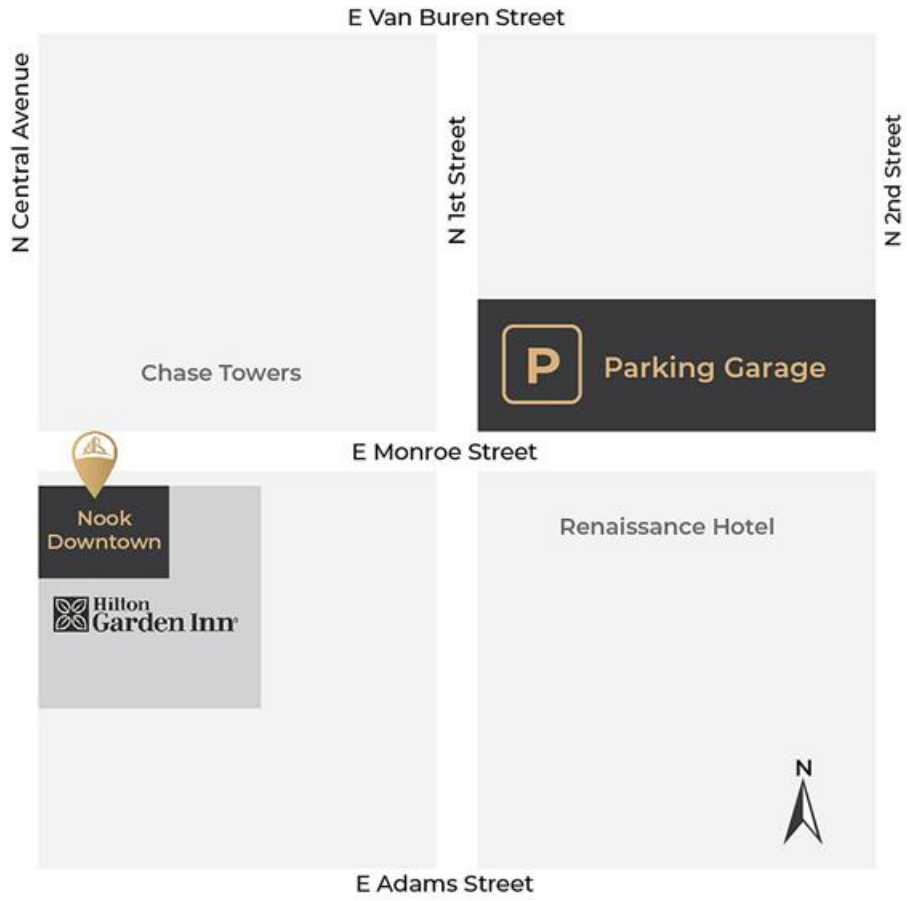
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Caliber  
CEO & Co-Founder



**Jennifer Schrader**

Caliber  
President & Co-Founder

Please RSVP by using the link below or to 480.295.7600.

[CLICK HERE TO RSVP](#)

View our preliminary offering circular [here](#)

*Caliber is Testing the Waters to gauge market demand from potential investors for an offering under Tier II of Regulation A. No money or other consideration is being solicited, and if sent in response, it will not be accepted. No sales of securities will be made or commitment to purchase accepted until qualification of the offering statement by the Securities and Exchange Commission (The Commission) and approval of any other required government or regulatory agency. An indication of interest made by a prospective investor is non-binding and involves no obligation or commitment of any kind. No offer to buy securities can be accepted and no part of the purchase price can be received without an offering statement that has been qualified by The Commission..*

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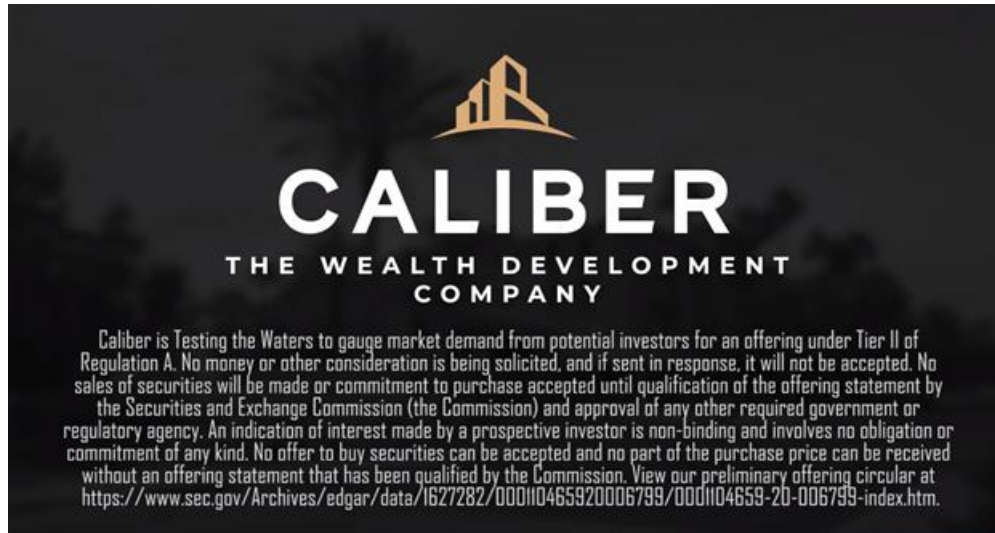
Caliber Companies, 8901 E Mountain View Rd, Ste 150, Scottsdale, Arizona 85258, 480-295-7600

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Video URL: <https://vimeo.com/389608507/05385f7d3f>

Screenshot with Disclaimer:



**Disclaimer:**

Caliber is Testing the Waters to gauge market demand from potential investors for an offering under Tier II of Regulation A. No money or other consideration is being solicited, and if sent in response, it will not be accepted. No sales of securities will be made or commitment to purchase accepted until qualification of the offering statement by the Securities and Exchange Commission (the Commission) and approval of any other required government or regulatory agency. An indication of interest made by a prospective investor is non-binding and involves no obligation or commitment of any kind. No offer to buy securities can be accepted and no part of the purchase price can be received without an offering statement that has been qualified by the Commission. View our preliminary offering circular at <https://www.sec.gov/Archives/edgar/data/1627282/000110465920006799/0001104659-20-006799-index.htm>.

**Video Transcript:**

John Giles, Mayor, Mesa, Arizona:

You know, I really appreciate Caliber's investment in downtown Mesa.

Scott Turner, White House Executive Director:

How they understand the social impact part and the community development part.

Rick Naymark, Associate Vice Principal, ASU:

I believe that Caliber has great plans for the transformation of the central city and Mesa.

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Ketan Patel, CEO, Naya Energy:

What I love about the Caliber relationship is we are a strategic partner.

Robert Quint, Investor:

My name is Robert Quint. I've been an investor with Caliber for the last seven years.

Lee Paulus, Investor:

In the case of Caliber, the management here is extremely talented and very knowledgeable.

Robert Quint, Investor:

I was just impressed with the job Caliber was doing and I've been very happy with the performance.

Chris Loeffler, CEO and Co-Founder:

I want to say to all of the clients who have invested with us, given us not only their capital but their trust over the last 10 years, thank you. The entire business here was created because of you. You had many opportunities at different times to say, yeah, you know this, this Caliber thing is new, I like these people, but yeah, I could do something else with my money and instead you decided to bring it here. And because of that, we have, I'd say 900 plus people employed under the company. We have created an incredible economic change in the communities that we invest in. We've gotten to the point where we now have about 700 active investors, so thank you for that. And we've gotten to the point where we can take our company public. It's all because of the work that you guys have done, the fact that you've decided to trust us, the fact that you continually tell us what it is that you'd like to see us do differently and how you'd like to see us grow. So thank you for everything that you do.

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