



Exhibit C

BUYERS INVESTMENT REPRESENTATION STATEMENT

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COMPANY : [Legal_Name]
ESCROW PROVIDER : [ESCROW PROVIDER NAME]
SHARE TYPE : Common Stock
NUMBER OF SHARES: [10,000,000.00] shares
DATE : [10/23/12]

In connection with the purchase of the above-listed shares, I, the Buyer (as defined below) , represent to the other party signing below, the Escrow Provider and SharesPost, Inc. (the “Statement Recipients”) as follows:

1. *The Statement Recipients may rely on these representations.* I understand that the Seller’s sale of the Shares to me has not been registered under the Securities Act of 1933, as amended (the “**Securities Act**”), because the Statement Recipients believe, relying in part on my representations in this document, that an exemption from such registration requirement is available for such sale. I understand that the availability of this exemption depends in part upon the representations I am making in this document being true and correct.

2. *I am purchasing for investment.* I am purchasing the shares solely for investment purposes, and not for further distribution. My entire legal and beneficial ownership interest in the shares is being purchased and shall be held solely for my account, except to the extent I intend to hold the shares jointly with my spouse. I am not a party to, and do not presently intend to enter into, any contract or other arrangement with any other person or entity involving the resale, transfer, grant of participation with respect to or other distribution of any of the shares. My investment intent is not limited to my present intention to hold the shares for the minimum capital gains period specified under any applicable tax law, for a deferred sale, for a specified increase or decrease in the market price of the shares, or for any other fixed period in the future.

3. *I can protect my own interests.* I can properly evaluate the merits and risks of an investment in the Shares and can protect my own interests in this regard, whether by reason of my own business and financial expertise, the business and financial expertise of certain professional advisors unaffiliated with the Statement Recipients with whom I have consulted, or my preexisting business or personal relationship with the Company or any of its directors or controlling persons.

4. *I am informed about the Company.* I am sufficiently aware of the Company’s business affairs and financial condition independent of any of the Statement Recipients to reach an informed and knowledgeable decision to acquire the Shares. I have received all information I deem appropriate for assessing the risk of an investment in the Shares.

5. *I recognize my economic risk.* I realize that the purchase of the Shares involves a high degree of risk, and that the Company’s future prospects are uncertain. I am able to hold the shares indefinitely if required, and am able to bear the loss of my entire investment in the Shares.

6. *I know that the shares are restricted securities.* I understand that the shares are “restricted securities” in that the Company’s sale of the shares to me has not been registered under the Securities Act in reliance upon an exemption for non-public offerings. In this regard, I also understand and agree that:

A. I must hold the shares indefinitely, unless any subsequent proposed resale by me is registered under the Securities Act, or unless an exemption from registration is otherwise available (such as Rule 144);

B. the Company is under no obligation to register any subsequent proposed resale of the shares by me; *and*

C. the certificate evidencing the shares may be imprinted with a legend which prohibits the transfer of the shares unless such transfer is registered or such registration is not required in the opinion of counsel for the Company.

7. *I am familiar with Rule 144.* I am familiar with Rule 144 adopted under the Securities Act, which in some circumstances permits limited public resales of “restricted securities” like the shares acquired from an issuer in a non-public offering. I understand that my ability to sell the shares under Rule 144 in the future is uncertain, and may depend upon, among other things: (i) the availability of certain current public information about the Company; (ii) the resale occurring more than one year after my purchase and full payment (within the meaning of Rule 144) for the shares; *and* (iii) if I am an affiliate of the Company, or a non-affiliate who has held the shares less than one year after my purchase and full payment: (A) the sale being made through a broker in an unsolicited “broker’s transaction” or in transactions directly with a market maker, as said term is defined under the Securities Exchange Act of 1934, as amended, (B) the amount of shares being sold during any three-month period not exceeding the specified limitations stated in Rule 144, *and* (C) timely filing of a notice of proposed sale on Form 144, if applicable.

8. *I know that Rule 144 may never be available.* I understand that the requirements of Rule 144 may never be met, and that the shares may never be saleable. I further understand that at the time I wish to sell the shares, there may be no public market for the Company’s stock upon which to make such a sale, or the current public information requirements of Rule 144 may not be satisfied, either of which would preclude me from selling the shares under Rule 144 even if the one-year minimum holding period had been satisfied.

9. *I know that I am subject to further restrictions on resale.* I understand that in the event Rule 144 is not available to me, any future proposed sale of any of the shares by me may not be possible without prior registration under the Securities Act, compliance with some other registration exemption (which may or may not be available), or *each* of the following: (i) my written notice to the Company containing detailed information regarding the proposed sale, (ii) my providing an opinion of my counsel to the effect that such sale will not require registration, and (iii) the Company notifying me in writing that its counsel concurs in such opinion. I understand that neither the Company nor its counsel is obligated to provide me with any such opinion. I understand that although Rule 144 is not exclusive, the Staff of the SEC has stated that persons proposing to sell private placement securities other than in a registered offering or pursuant to Rule 144 will have a substantial burden of proof in establishing that an exemption from registration is available for such offers or sales, and that such persons and their respective brokers who participate in such transactions do so at their own risk.

10. *Residence.* The address of my principal residence is set forth on the signature page below.

By signing below, I acknowledge my agreement with each of the statements contained in this Buyer Investment Representation Statement as of the date first set forth above, and my intent for the Company and the Statement Recipients to rely on such statements in issuing the shares to me.

11. Nonreliance on SharesPost and Escrow Provider – Buyer acknowledges that SharesPost and the Escrow Provider have not reviewed or given advice regarding securities law matters relating to the purchase of the above-listed shares; Buyer, along with its own counsel, is responsible for its compliance with securities laws, and Buyer is in no way relying on SharesPost or the Escrow Provider concerning such matters.
