

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

| OMB APPROVAL                                     |
|--|
| OMB Number: 3235-0076                            |
| Expires: August 31, 2015                         |
| Estimated Average burden hours per response: 4.0 |

| 1. Issuer's Identity                          |                  |      |                             |
|---|------------------|------|-----------------------------|
| CIK (Filer ID Number)                         | Previous Name(s) | None | Entity Type                 |
| 0001668370                                    | Phalanx, Inc.    |      | © Corporation               |
| Name of Issuer                                |                  |      | C Limited Partnership       |
| <b>Toughbuilt Industries, Inc</b>             |                  |      | C Limited Liability Company |
| Jurisdiction of<br>Incorporation/Organization |                  |      | C General Partnership       |
| NEVADA  |                  |      | C Business Trust            |
| Year of Incorporation/Organization            | on               |      | C Other                     |
| Over Five Years Ago                           |                  |      | 3 1111                      |
| Within Last Five Years (Specify Year)         | 012              |      |                             |
| O Yet to Be Formed                            |                  |      |                             |

| 2. Principal Place of Business and Contact Information |                        |                 |                     |  |  |
|--|------------------------|-----------------|---------------------|--|--|
| Name of Issuer   |                        |                 |                     |  |  |
| Toughbuilt Industries, Inc                             |                        |                 |                     |  |  |
| Street Address 1                                       | St                     | reet Address 2  |                     |  |  |
| 655 N. CENTRAL AVE., SUITE                             | E 1700                 |                 |                     |  |  |
| City   | State/Province/Country | ZIP/Postal Code | Phone No. of Issuer |  |  |
| GLENDALE   | CALIFORNIA             | 91203           | (800) 288-4695      |  |  |

| 3. Related Person              | าร                       |                |                 |   |
|--------------------------------|--------------------------|----------------|-----------------|---|
| Last Name                      | First Name               |                | Middle Name     |   |
| Panosian                       | Michael                  |                |                 |   |
| Street Address 1               |                          | Street Ad      | dress 2         |   |
| 655 N. Central Ave., Suit      | te 1700                  |                |                 |   |
| City                           | State/Province           | e/Country      | ZIP/Postal Code |   |
| Glendale                       | CALIFORN                 | IA             | 91203           |   |
|                                | ,                        |                |                 |   |
| Relationship:                  | <b>Executive Officer</b> | <b>☑</b> Direc | tor Promoter    |   |
| Clarification of Response (if  | Necessary)               |                |                 |   |
| <b>Chief Executive Officer</b> |                          |                |                 |   |
|                                |                          |                |                 | _ |
| Last Name                      | First Name               |                | Middle Name     |   |
| Keeler                         | Josh                     |                |                 |   |
| Street Address 1               | ,                        | Street Ad      | dress 2         |   |
| 655 N. Central Ave., Suit      | te 1700                  |                |                 |   |
| City                           | State/Province           | e/Country      | ZIP/Postal Code |   |

| Glendale                |                  | CALIFORNIA      | A                 | 91203           |  |
|-------------------------|------------------|-----------------|-------------------|-----------------|--|
| Relationship:           | Execut           | ive Officer     | ☐ Director        | Promoter        |  |
| Clarification of Respon | se (if Necessary | 7)              |                   |                 |  |
| Director of Research &  |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
| Last Name               |                  | First Name      |                   | Middle Name     |  |
| Martin                  |                  | Edward          |                   |                 |  |
| Street Address 1        |                  |                 | Street Address 2  | 2               |  |
| 655 N. Central Ave.     | , Suite 1700     |                 |                   |                 |  |
| City                    |                  | State/Province/ | Country           | ZIP/Postal Code |  |
| Glendale                |                  | CALIFORNIA      | 4                 | 91203           |  |
|                         |                  |                 |                   |                 |  |
| Relationship:           | Execut           | ive Officer     | Director          | Promoter        |  |
| Clarification of Respon | se (if Necessary | 7)              |                   |                 |  |
| Executive Vice Preside  |                  | •               |                   |                 |  |
| <u> </u>                |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
| Last Name               |                  | First Name      |                   | Middle Name     |  |
| Khachatoorian           |                  | Zareh           |                   | 7               |  |
| Street Address 1        |                  | <u> </u>        | Street Address 2  | ⊒<br>?          |  |
| 655 N. Central Ave.     | , Suite 1700     |                 |                   |                 |  |
| City                    |                  | State/Province/ | Country           | ZIP/Postal Code |  |
| Glendale                |                  | CALIFORNIA      | 4                 | 91203           |  |
|                         |                  |                 |                   |                 |  |
| Relationship:           | Execut           | ive Officer     | ✓ Director        | Promoter        |  |
| Clarification of Respon | se (if Necessary | 7)              |                   | <u> </u>        |  |
| Chief Operating Office  |                  |                 |                   |                 |  |
| 1 0                     |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
| Last Name               |                  | First Name      |                   | Middle Name     |  |
| Ohri                    |                  | Manu            |                   | 7               |  |
| Street Address 1        |                  |                 | Street Address 2  | ⊒<br>?          |  |
| 655 N. Central Ave.     | , Suite 1700     |                 |                   |                 |  |
| City                    |                  | State/Province/ | Country           | ZIP/Postal Code |  |
| Glendale                |                  | CALIFORNIA      |                   | 91203           |  |
|                         |                  |                 |                   |                 |  |
| Relationship:           | Execut           | ive Officer     | <b>☑</b> Director | Promoter        |  |
| Clarification of Respon | se (if Necessars | 7)              |                   | <u> </u>        |  |
| Chief Financial Officer |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
|                         |                  |                 |                   |                 |  |
| 4. Industry Gro         | oup              |                 |                   |                 |  |
| 4. Industry Gro         | oup              | Health Ca       | are<br>echnology  | C Retailing     |  |

| C Insurance C Investing C Investing C Investing C Pooled Investment Fund Other Banking & Financial C Services C Business Services Faergy C Coal Mining C Electric Utilities C Energy Conservation C Electric Utilities C Energy Conservation C Other Early C No Aggregate Net Asset Value Early C No Aggregate Net Asset Value Early C No Early C Not Applicable C Not Early C Not Early C No Early Early C No Early C No Early C Not Early Early Early C Not Early Earl  | C Commercial Banking   | C Hospitals & Physicians   | Technology                  |
|---|--|--|-----------------------------|
| C Investing C Investment Banking C Pooled Investment Fund Other Banking & Financial C Services C Business Services Energy C Coal Mining C Electric Utilities C Energy C Construction C Environmental Services C Other Real Estate C Commercial C Residential C Environmental Services C Other Real Estate C Other Real Estate C Construction C Environmental Services C Other Real Estate C Other Services C Other Real Estate C Other Real Estate C Other Services C Other Servic  | C Insurance  | C Pharmaceuticals  | Computers                   |
| C Investment Banking Pooled investment Pund Other Banking & Financial C Services  C Business Services Real Estate C Commercial C C Tourism & Travel Services C Other Travel C Other T  |  | C Other Health Care  | *                           |
| C Pooled Investment Fund Other Banking & Financial Oscrevices C Business Services Energy C Goal Mining C Electric Utilities C Energy Conservation C Enterity Control C  |  |  |                             |
| Other Banking & Financial C Services  Real Estate C Commercial C Construction C Cold Mining C Electric Utilities C Energy Conservation C Early Connectal C Energy Conservation C Environmental Services C Other Energy C Other Energy  5. ISSUER Size Revenue Range Aggregate Net Asset Value Range C No Revenues C No Aggregate Net Asset Value C S1 - \$5,000,000 C \$1 \$5,000,000 C \$1 \$5,000,000 C \$1 \$0,000,000 C \$25,000,001 - \$55,000,000 C \$25,000,001 - \$55,000,000 C \$25,000,001 - \$55,000,000 C \$25,000,001 - \$50,000,000 C \$25,000,000 C \$25,000,                                 |  |  | Other Technology            |
| C Services  Busines Services  Energy C Coal Mining C Electric Utilities C Energy Conservation C Environmental Services C Offer Travel C Construction C Environmental Services C Offer Energy C Only C Environmental Services C Offer Energy C Only C Environmental Services C Offer Energy  5. ISSUER Size  Revenue Range Aggregate Net Asset Value Range C No Aggregate Net Asset Value C S1 - S,000,000 C S1,000,000 C S1,000,000 C S5,000,001 - S25,000,000 C S5,000,001 - S25,000,000 C S25,000,001 - S100,000,000 C S25,000,001 - S100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rule \$04(b)(1)(ii) Rule \$04(b)(1)(ii) Rule \$04(b)(1)(iii) Rule \$04(b)(1)(iiii) Rule \$04(b)(1)(iiii) Rule \$04(b)(1)(iiiii) Rule \$04(b)(1)(iiiiiii) Rule \$04(b)(1)(iiiiiiii) Rule \$04(b)(1)(iiiiiiiii) Rule \$04(b)(1)(iiiiiiiiii) Rule \$04(b)(1)(iiiiiiiiiiiiiiiiiiiiiiiiiiiiiiiii  | Other Banking & Financial  |  | Travel                      |
| Commercial Construction Context Travel Services  Energy Coad Mining Construction Context Travel Construction Context Travel Construction Context Travel Construction Context Travel Conte   |  | Manufacturing  |                             |
| Energy C Coal Mining C Electric Utilities C Energy Conservation C Environmental Services C Oil & Gas Other Energy  5. Issuer Size  Revenue Range Aggregate Net Asset Value Range No Revenues C No Aggregate Net Asset Value S1 - S1,000,000 C S1,000,001 - S25,000,000 C S1,000,001 - S25,000,000 C S5,000,001 - S25,000,000 C S5,000,001 - S25,000,000 C S25,000,001 - S00,000,000 C S25,000,001 - S00,000,000 C S25,000,001 - S00,000,000 C Not Applicable C Not Applicable C Not Applicable C Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rule 504 (b)(1)(ii) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(ii) Rule 504 (b)(1)(iii) Rule 504 (b)(1)(iii) Rule 504 (b)(1)(iii) Rule 504 (b)(1)(iii) Rule 505 Rule 504 (b)(1)(iii) Rule 506 (c) Rule 506 (c  | © Business Services  | 7.40   | C Lodging & Conventions     |
| Coal Mining Cleteric Utilities Cleteric Utilities Cletery Conservation Clemyronmental Services Clemyro  | Energy   | 7000   | C Tourism & Travel Services |
| C Electric Utilities C Energy Conservation C Environmental Services C 0il & Gas O Other Energy  5. ISSUER Size  Revenue Range Aggregate Net Asset Value Range No Revenues C No Aggregate Net Asset Value C S1 - S1,000,000 C S1,000,001 - S25,000,000 C S5,000,001 - S25,000,000 C S5,000,001 - S25,000,000 C S25,000,001 - S100,000,000 C S25,000,001 - S100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rule \$04 (b)(1) (in) Rule \$05 Control Rule \$04 (b)(1) (ii) Rule \$04 (b)(1) (iii) Rule \$05 (b) Rule \$0   | 7050   | 0.00   | O Other Travel              |
| C Encrytonmental Services C Oil & Gas C Other Energy  5. ISSUET Size  Revenue Range Aggregate Net Asset Value Range No Revenues S1 - \$1,000,000 S1,000,001 - \$5,000,000 S1,000,001 - \$25,000,000 S5,000,001 - \$25,000,000 S25,000,001 - \$100,000,000 S25,000,001 - \$100,000,000 C S25,000,001 - \$100,000,000 C Decline to Disclose Decline to Disclose Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rule \$04(b)(1)(ii) Rule \$04(b)(1)(ii) Rule \$04(b)(1)(ii) Rule \$04(b)(1)(iii)  | C Electric Utilities   | 0.00   | O Other                     |
| C. Environmental Services C. Oil & Gas C. Other Energy    S. Issuer Size  | C Energy Conservation  | 7.20   |                             |
| Solution   State   S  | C Environmental Services   | Other Real Estate  |                             |
| 5.   Issuer Size  |  |  |                             |
| Revenue   Range   | C Other Energy   |  |                             |
| Revenue   Range   |  |  |                             |
| Revenue   Range   |  |  |                             |
| C         No Aggregate Net Asset Value           C         \$1 - \$1,000,000           C         \$1 - \$1,000,000           C         \$1 - \$25,000,000           C         \$1,000,001 - \$25,000,000           C         \$5,000,001 - \$25,000,000           C         \$25,000,001 - \$100,000,000           C         \$25,000,001 - \$100,000,000           C         Over \$100,000,000           C         Decline to Disclose           C         Not Applicable      Applicable   C   | 5. Issuer Size   |  |                             |
| C s1-\$1,000,000 C s1,000,001 - \$5,000,000 C s5,000,001 - \$5,000,000 C s5,000,001 - \$25,000,000 C s5,000,001 - \$25,000,000 C s25,000,001 - \$25,000,000 C s25,000,001 - \$25,000,000 C over \$100,000,000 C over  | Revenue Range  | 2000   | set Value Range             |
| C \$1,000,001 - \$25,000,000 C \$5,000,001 - \$25,000,000 C \$25,000,001 C \$25,000,001 C \$25,000,001 C \$25,000,001 C \$25,000,001 C \$25,000,001 C \$25,000,000 C \$2 | C No Revenues  | No Aggre   | gate Net Asset Value        |
| C \$55,000,001 - \$25,000,000 C \$25,000,001 - \$100,000,000 C \$0ver \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Not Applicable C   | C \$1 - \$1,000,000  | C \$1 - \$5,00   | 0,000                       |
| C \$25,000,001 - \$100,000,000 C Over \$100,000,000 C Over \$100,000,000 C Decline to Disclose C Not Applicable   | C \$1,000,001 - \$5,000,000  | C \$5,000,00   | 1 - \$25,000,000            |
| C Over \$100,000,000  Decline to Disclose C Decline to Disclose C Not Applicable C Not Applicable C Not Applicable C Not Applicable  6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rule 504(b)(1) (not (i), (ii) Rule 505 Rule 504 (b)(1)(ii) Rule 506(b) Rule 504 (b)(1)(iii) Rule 506(c) Rule 504 (b)(1)(iii) Securities Act Section 4(a)(5) Investment Company Act Section 3(c)  7. Type of Filing  New Notice Date of First Sale Amendment  8. Duration of Offering Does the Issuer intend this offering to last more than one year?  Yes No  | C \$5,000,001 - \$25,000,000   | \$25,000,0   | 01 - \$50,000,000           |
| Decline to Disclose  Not Applicable  C Not Appli  | C \$25,000,001 - \$100,000,000   | \$50,000,0   | 01 - \$100,000,000          |
| Decline to Disclose  Not Applicable  O Not Appli  | Over \$100,000,000   | Over \$100   | 0,000,000                   |
| 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)  Rule 504(b)(1) (not (i), (ii) Rule 505 Rule 504 (b)(1)(ii) Rule 506(b) Rule 504 (b)(1)(iii) Securities Act Section 4(a)(5) Rule 504 (b)(1)(iii) Securities Act Section 4(a)(5) Investment Company Act Section 3(c)  7. Type of Filing  New Notice Date of First Sale Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  Yes No   | 0423   | 140  |                             |
| 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)    Rule 504(b)(1) (not (i), (ii)   | -  | -  |                             |
| Rule 504(b)(1) (not (i), (ii)   Rule 505   Rule 504 (b)(1)(ii)   Rule 506(b)   Rule 504 (b)(1)(iii)   Rule 506(c)   Rule 504 (b)(1)(iii)   Securities Act Section 4(a)(5)   Investment Company Act Section 3(c)      7. Type of Filing   First Sale   First Sale Yet to Occur   Amendment   Amendment   Amendment   Yes New Notice   Amendment   Yes New Notice   Yes No  | Not Applicable   | Not Appli  | cable                       |
| 7. Type of Filing  New Notice Date of First Sale First Sale First Sale Yet to Occur  Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  Yes No   | Rule 504(b)(1) (not (i), (ii)   or (iii))   Rule 504 (b)(1)(i)   Rule 504 (b)(1)(ii) | Rule 505  Rule 506(b)  Rule 506(c)  Securities Act Section 4(a)( | 5)                          |
| New Notice Date of First Sale  Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  Yes No   |  | 1  |                             |
| New Notice Date of First Sale  Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  Yes No   |  |  |                             |
| New Notice Date of First Sale  Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  Yes No   |  |  |                             |
| Amendment  8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  Yes  No   | 7. Type of Filing  |  |                             |
| 8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  C Yes No   | New Notice Date of First   | Sale V   | First Sale Yet to Occur     |
| 8. Duration of Offering  Does the Issuer intend this offering to last more than one year?  C Yes No   | =  |  |                             |
| Does the Issuer intend this offering to last more than one year?  C Yes No  | Amendment  |  |                             |
| Does the Issuer intend this offering to last more than one year?  C Yes No  |  |  |                             |
| Does the Issuer intend this offering to last more than one year?  C Yes No  |  |  |                             |
| Does the Issuer intend this offering to last more than one year?  C Yes No  |  |  |                             |
|   | 8. Duration of Offering  | 3  |                             |
|   | Does the Issuer intend this offering to  | to last more than one year?                                      | C Yes © No                  |
| 9. Type(s) of Securities Offered (select all that apply)  |  | <del>-</del>   |                             |
| 9. Type(s) of Securities Offered (select all that apply)  |  |  |                             |
|   | 9. Type(s) of Securities   | es Offered (select all that                                      | apply)                      |

| Pooled Investment Fund Interests  Tenant-in-Common Securities  Mineral Property Securities  Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security   |   |                 |
|---|---|-----------------|
| Is this offering being made in connect<br>transaction, such as a merger, acquisi  | Ves Vo  |                 |
| Clarification of Response (if Necessar  |   |                 |
| 11. Minimum Investme  | ent   |                 |
| Minimum investment accepted from investor   | any outside \$ 5000000 USD  |                 |
| investor  |   |                 |
| 12. Sales Compensation  | on  |                 |
| Recipient   | Recipient CRD Number  | None            |
| Joseph Gunnar & Co., LLC  | 24795   |                 |
| (Associated) Broker or Dealer   | <b>✓</b> None (Associated) Broker or Dealer CRD Number                                | <b>▼</b> None   |
|   |   |                 |
| Street Address 1  | Street Address 2  |                 |
| 30 BROAD STREET   | 11 TH FLOOR   |                 |
| City  | State/Province/Country Z  | ZIP/Postal Code |
| NEW YORK  | NEW YORK  | 10004           |
| State(s) of Solicitation All  | I States Foreign/Non-US   |                 |
|   |   |                 |
| 12 Offering and Cal-  | Amounto   |                 |
| 13. Offering and Sales  | Amounts   |                 |
| 13. Offering and Sales  Total Offering Amount \$ 5000000  |   |                 |
|   |   |                 |
| Total Offering Amount \$ 5000000  Total Amount Sold \$ 0  Total Remaining to be \$ 5000000  | USD Indefinite  |                 |
| Total Offering Amount \$ 5000000  Total Amount Sold \$ 0  | USD Indefinite  |                 |
| Total Offering Amount \$ 5000000  Total Amount Sold \$ 0  Total Remaining to be \$ 5000000  | USD Indefinite USD USD Indefinite   |                 |
| Total Offering Amount \$ 5000000  Total Amount Sold \$ 0  Total Remaining to be Sold \$ 5000000   | USD Indefinite USD USD Indefinite   |                 |
| Total Offering Amount \$ 5000000  Total Amount Sold \$ 0  Total Remaining to be Sold \$ 5000000   | USD Indefinite USD USD Indefinite   |                 |
| Total Offering Amount \$ 5000000  Total Amount Sold \$ 0  Total Remaining to be Sold \$ 5000000  Clarification of Response (if Necessar  14. Investors  Select if securities in the offer do not qualify as accredited Number of such non-accred offering | USD Indefinite USD USD Indefinite  ry)  ering have been or may be sold to persons who |                 |

## 15. Sales Commissions & Finders' Fees Expenses

| Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the | amount o | f an |
|--|----------|------|
| expenditure is not known, provide an estimate and check the box next to the amount.            |          |      |

Clarification of Response (if Necessary)

Joseph Gunnar & Co., LLC will receive (1) a Cash fee equal to 8% of the gross proceeds that the Company receives from this offering and (2) 5-year warrants to purchase that number of shares of Common Stock equal to the quotient obtained by dividing (i) 5%

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

| \$<br>0 | USD | Estimate |
|---------|-----|----------|
|         | -   |          |

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

#### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not
  disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule
  506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer                        | Signature               | Name of Signer   | Title                      | Date       |
|-------------------------------|-------------------------|------------------|----------------------------|------------|
| Toughbuilt<br>Industries, Inc | /s/ Michael<br>Panosian | Michael Panosian | Chief Executive<br>Officer | 2016-10-04 |