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| FORM D |
| Notice of Exempt Offering of Securities |

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

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| 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) 0001668370 | Previous Name(s) <input type="checkbox"/> None Phalanx, Inc. | Entity Type <input checked="" type="radio"/> Corporation <input type="radio"/> Limited Partnership <input type="radio"/> Limited Liability Company <input type="radio"/> General Partnership <input type="radio"/> Business Trust <input type="radio"/> Other |
| Name of Issuer Toughbuilt Industries, Inc | | |
| Jurisdiction of Incorporation/Organization NEVADA | | |
| Year of Incorporation/Organization <input type="radio"/> Over Five Years Ago <input checked="" type="radio"/> Within Last Five Years (Specify Year) 2012 <input type="radio"/> Yet to Be Formed | | |

2. Principal Place of Business and Contact Information

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

3. Related Persons

| | | | |
|----------------------------------------------------------------------------|-------------------------------------------------------|----------------------------------------------|-----------------------------------|
| Last Name Panosian | First Name Michael | Middle Name | |
| Street Address 1 655 N. Central Ave., Suite 1700 | | Street Address 2 | |
| City Glendale | State/Province/Country CALIFORNIA | ZIP/Postal Code 91203 | |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) Chief Executive Officer | | | |

| | | |
|------------------------------------------------------------|---------------------------|------------------|
| Last Name Keeler | First Name Josh | Middle Name |
| Street Address 1 655 N. Central Ave., Suite 1700 | | Street Address 2 |
| City | State/Province/Country | ZIP/Postal Code |

Glendale CALIFORNIA 91203

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of Research & Development

Last Name: Martin, First Name: Edward, Middle Name:
Street Address 1: 655 N. Central Ave., Suite 1700, Street Address 2:
City: Glendale, State/Province/Country: CALIFORNIA, ZIP/Postal Code: 91203

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Executive Vice President of Sales

Last Name: Khachatoorian, First Name: Zareh, Middle Name:
Street Address 1: 655 N. Central Ave., Suite 1700, Street Address 2:
City: Glendale, State/Province/Country: CALIFORNIA, ZIP/Postal Code: 91203

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Operating Officer; Secretary

Last Name: Ohri, First Name: Manu, Middle Name:
Street Address 1: 655 N. Central Ave., Suite 1700, Street Address 2:
City: Glendale, State/Province/Country: CALIFORNIA, ZIP/Postal Code: 91203

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Financial Officer

4. Industry Group

- Agriculture, Banking & Financial Services, Health Care, Biotechnology, Health Insurance, Retailing, Restaurants

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund
- Other Banking & Financial Services
- Business Services
- Energy**
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Manufacturing**
- Real Estate**
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care
- Technology**
 - Computers
 - Telecommunications
 - Other Technology
- Travel**
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Revenue Range <ul style="list-style-type: none"> <input type="radio"/> No Revenues <input type="radio"/> \$1 - \$1,000,000 <input type="radio"/> \$1,000,001 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input checked="" type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable | Aggregate Net Asset Value Range <ul style="list-style-type: none"> <input type="radio"/> No Aggregate Net Asset Value <input type="radio"/> \$1 - \$5,000,000 <input type="radio"/> \$5,000,001 - \$25,000,000 <input type="radio"/> \$25,000,001 - \$50,000,000 <input type="radio"/> \$50,000,001 - \$100,000,000 <input type="radio"/> Over \$100,000,000 <input type="radio"/> Decline to Disclose <input type="radio"/> Not Applicable |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

| | | | | | |
|--------------------------|-----------------------------------------|-------------------------------------|-------------------------------------|--|--|
| <input type="checkbox"/> | Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> | Rule 505 | | |
| <input type="checkbox"/> | Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> | Rule 506(b) | | |
| <input type="checkbox"/> | Rule 504 (b)(1)(ii) | <input type="checkbox"/> | Rule 506(c) | | |
| <input type="checkbox"/> | Rule 504 (b)(1)(iii) | <input type="checkbox"/> | Securities Act Section 4(a)(5) | | |
| | | <input type="checkbox"/> | Investment Company Act Section 3(c) | | |

7. Type of Filing

- New Notice Date of 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

9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Equity
- Tenant-in-Common Securities
- Debt
- Mineral Property Securities
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon
- Exercise of Option, Warrant or Other Right to Acquire Security
- Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

| | | |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|
| Recipient | Recipient CRD Number | <input type="checkbox"/> None |
| <input style="width: 90%;" type="text" value="Joseph Gunnar & Co., LLC"/> | <input style="width: 90%;" type="text" value="24795"/> | |
| (Associated) Broker or Dealer | (Associated) Broker or Dealer CRD Number | <input checked="" type="checkbox"/> None |
| <input style="width: 90%;" type="text"/> | <input style="width: 90%;" type="text"/> | <input checked="" type="checkbox"/> None |
| Street Address 1 | Street Address 2 | |
| <input style="width: 90%;" type="text" value="30 BROAD STREET"/> | <input style="width: 90%;" type="text" value="11 TH FLOOR"/> | |
| City | State/Province/Country | ZIP/Postal Code |
| <input style="width: 90%;" type="text" value="NEW YORK"/> | <input style="width: 90%;" type="text" value="NEW YORK"/> | <input style="width: 90%;" type="text" value="10004"/> |
| State(s) of Solicitation | <input type="checkbox"/> All States <input type="checkbox"/> Foreign/Non-US | |
| <input style="width: 90%;" type="text" value="CALIFORNIA"/> | | |

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD Indefinite

Clarification of Response (if Necessary)

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
- Number of such non-accredited investors who already have invested in the offering
- Regardless of whether securities in the offering have been or may be sold to

persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

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

Sales Commissions \$ USD Estimate
Finders' Fees \$ USD Estimate

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.

\$ 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 Industries, Inc | /s/ Michael Panosian | Michael Panosian | Chief Executive Officer | 2016-10-04 |

