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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001425627

Name of Issuer

SOBR Safe, Inc.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago

☐ Within Last Five Years (Specify Year)

☐ Yet to Be Formed

Previous
Names

☐ None

TransBiotech, Inc.

IMAGINE MEDIA

LTD

Entity Type

☒ Corporation

☐ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

SOBR Safe, Inc.

Street Address 1

6400 S. FIDDLERS GREEN CIRCLE

City

GREENWOOD VILLAGE

State/Province/Country

COLORADO

Street Address 2

SUITE 1400

ZIP/PostalCode

80111

Phone Number of Issuer

844-762-7723

3. Related Persons

Last Name

Gandini

First Name

David

Middle Name

Street Address 1

6400 S. FIDDLERS GREEN CIRCLE

Street Address 2

SUITE 1400

City

GREENWOOD VILLAGE

State/Province/Country

COLORADO

ZIP/PostalCode

80111

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Chairman and CEO

Last Name

Fay

First Name

Ford

Middle Name

Street Address 1

6400 S. FIDDLERS GREEN CIRCLE

Street Address 2

SUITE 1400

City

GREENWOOD VILLAGE

State/Province/Country

COLORADO

ZIP/PostalCode

80111

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

Beabout

First Name

Steve

Middle Name

Street Address 1

6400 S. FIDDLERS GREEN CIRCLE

Street Address 2

SUITE 1400

City

GREENWOOD VILLAGE

State/Province/Country

COLORADO

ZIP/PostalCode

80111

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

| | | |
|---|------------------------|----------------|
| Last Name | First Name | Middle Name |
| Shoemaker | Sandy | |
| Street Address 1 | Street Address 2 | |
| 6400 S. FIDDLERS GREEN CIRCLE | SUITE 1400 | |
| City | State/Province/Country | ZIP/PostalCode |
| GREENWOOD VILLAGE | COLORADO | 80111 |
| Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

| | | |
|---|------------------------|----------------|
| Last Name | First Name | Middle Name |
| Pederson | Kris | |
| Street Address 1 | Street Address 2 | |
| 6400 S. FIDDLERS GREEN CIRCLE | SUITE 1400 | |
| City | State/Province/Country | ZIP/PostalCode |
| GREENWOOD VILLAGE | COLORADO | 80111 |
| Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

| | | |
|---|------------------------|----------------|
| Last Name | First Name | Middle Name |
| Whitaker | Christopher | |
| Street Address 1 | Street Address 2 | |
| 6400 S. FIDDLERS GREEN CIRCLE | SUITE 1400 | |
| City | State/Province/Country | ZIP/PostalCode |
| GREENWOOD VILLAGE | COLORADO | 80111 |
| Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | | |

Clarification of Response (if Necessary):

CFO

4. Industry Group

| | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

| | | |
|---|----|---|
| Revenue Range | OR | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

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

| | | |
|--|--|---|
| | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

| | | |
|--|--|--|
| <input checked="" type="checkbox"/> New Notice | Date of First Sale 2025-12-29 | <input type="checkbox"/> First Sale Yet to Occur |
| <input type="checkbox"/> 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)

- ☒ Equity
- ☐ Debt
- ☒ Option, Warrant or Other Right to Acquire Another Security
- ☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ 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 \$0 USD

12. Sales Compensation

Recipient

H.C.WAINWRIGHT & CO., LLC

(Associated) Broker or Dealer ☒ None

None

Street Address 1

430 PARK AVENUE

City

NEW YORK

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

ILLINOIS

NEW YORK

Recipient CRD Number ☐ None

375

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

4TH FLOOR

State/Province/Country

NEW YORK

ZIP/Postal Code

10022

☐ Foreign/non-US

Recipient

AEGIS CAPITAL CORP.

(Associated) Broker or Dealer ☒ None

None

Street Address 1

1345 AVENUE OF THE AMERICAS

City

NEW YORK

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

CONNECTICUT

Recipient CRD Number ☐ None

15007

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

27TH FLOOR

State/Province/Country

NEW YORK

ZIP/Postal Code

10105

☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount

\$2,000,002 USD or ☐ Indefinite

Total Amount Sold

\$2,000,002 USD

Total Remaining to be Sold

\$0 USD or ☐ 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, and enter the 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:

3

15. Sales Commissions & Finder's 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 \$238,333 USD ☐ Estimate
Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

\$150,000 represents 7.5% of funds raised, \$55,000 legal fees and expenses and \$33,333 tail fee.

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.

\$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, in the accordance with applicable law, 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 the issuer 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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 |
|-----------------|--------------------------|----------------------|-------|------------|
| SOBR Safe, Inc. | /s/ Christopher Whitaker | Christopher Whitaker | CFO | 2026-01-12 |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.