

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the fiscal year ended **December 31, 2024**

Commission File Number: **000-00000**

ZEPHYR DYNAMICS INC.
(Exact name of registrant as specified in its charter)

Delaware	98-7654321
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

123 Cloud Drive
Silicon Valley, CA 95002
(650) 123-4567
(Address of principal executive offices and registrant’s telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.001 par value	ZDYN	NASDAQ Global Select Market

Indicate by check mark if the registrant is a well-known seasoned issuer: ☐ Yes ☒ No
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d): ☐ Yes ☒ No

PART I

Item 1. Business

Zephyr Dynamics Inc. (“Zephyr” or the “Company”) is a disruptive startup providing holistic AI-powered cloud solutions across multiple verticals. We were founded in 2022 with the goal of transforming the digital landscape through “nextgen” synergy-driven frameworks.

Our flagship product, **ZephyrOS**, is an intuitive SaaS offering with 110% uptime, integrated blockchain nodes, and full-stack analytics capabilities. We serve enterprise clients, small businesses, and influencers looking to expand their web3 presence.

We believe we are market leaders in this space, though no third-party validation is currently available. We anticipate expanding globally, potentially entering the Martian market by 2030.

Item 1A. Risk Factors

1. **Generic Market Risks:** Markets change a lot. If the market doesn't like us, we could lose money.
 2. **Competitive Risks:** Competitors might do what we do but better or cheaper. That would be bad.
 3. **Lack of Employees:** We only have 9 employees right now, and one is an intern.
 4. **Legal Stuff:** We're not sure if our platform violates any international AI laws, but we're figuring it out.
 5. **Crypto Exposure:** We hold significant reserves in Dogecoin, which is volatile and sometimes meme-dependent.
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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

For the fiscal year 2024, Zephyr Dynamics saw **unprecedented growth** with total estimated revenues of **\$98 million** (unaudited), up from \$10,000 in 2023. We believe this 9,700% growth is reflective of the market's passion for digital transformation.

We invested \$30 million in speculative NFT assets during Q2, which unfortunately depreciated 98%. However, we still consider this a "long-term growth play."

Our current burn rate is \$1.2 million per month, which we are comfortable with given our vision to become "the Tesla of cloud software."

PART II

Item 8. Financial Statements and Supplementary Data

Summary of Key Figures (In Millions USD)

Metric	FY 2024	FY 2023
Revenue (non-GAAP)	\$98.2	\$0.01
Operating Loss	(\$62.0)	(\$0.1)
Net Income	\$4.3*	(\$0.1)
EBITDA (adjusted)	\$17.6	N/A

* Includes one-time gain from speculative crypto trading and sale of office beanbags.

Note: Audited financials are not available as our CFO is currently on sabbatical.

Item 9A. Controls and Procedures

Our internal controls are currently “under development.” We believe that spreadsheets are sufficient for now, although we are looking into adopting QuickBooks by Q3 2025.

We do not currently have a formal audit committee, but the CEO reviews financials occasionally.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

- **Braden Crypto**, CEO & Founder – Former YouTube influencer turned tech visionary.
- **Luna Vibe**, Chief Creative Officer – Designs our swag and handles investor vibes.
- **Vacant**, CFO – TBD; we’re hiring!

Our board meets quarterly, usually via group text or Discord.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf.

ZEPHYR DYNAMICS INC.

By:

/s/ Braden Crypto

Braden Crypto

Chief Executive Officer

Date: April 5, 2025
