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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)

[0001944399](#)

Name of Issuer

[Earlyworks Co., Ltd.](#)

Jurisdiction of Incorporation/Organization

[JAPAN](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names

None

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

[Earlyworks Co., Ltd.](#)

Street Address 1

[5-7-11, UENO, TAITO-KU](#)

City

[TOKYO](#)

State/Province/Country

[JAPAN](#)

Street Address 2

ZIP/PostalCode

[110-0005](#)

Phone Number of Issuer

[81-03-5614-0978](#)

3. Related Persons

Last Name

[Kobayashi](#)

Street Address 1

[5-7-11, Ueno, Taito-ku](#)

City

[Tokyo](#)

First Name

[Satoshi](#)

Street Address 2

State/Province/Country

[JAPAN](#)

Middle Name

ZIP/PostalCode

[110-0005](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Yamamoto](#)

Street Address 1

[5-7-11, Ueno, Taito-ku](#)

City

[Tokyo](#)

First Name

[Hiroki](#)

Street Address 2

State/Province/Country

[JAPAN](#)

Middle Name

ZIP/PostalCode

[110-0005](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Yokota](#)

Street Address 1

[5-7-11, Ueno, Taito-ku](#)

City

[Tokyo](#)

First Name

[Naoki](#)

Street Address 2

State/Province/Country

[JAPAN](#)

Middle Name

ZIP/PostalCode

[110-0005](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Nakamura Tsubasa
Street Address 1 Street Address 2
5-7-11, Ueno, Taito-ku
City State/Province/Country ZIP/PostalCode
Tokyo JAPAN 110-0005
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Tominaga Masahiro
Street Address 1 Street Address 2
5-7-11, Ueno, Taito-ku
City State/Province/Country ZIP/PostalCode
Tokyo JAPAN 110-0005
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Ogose Shinpei
Street Address 1 Street Address 2
5-7-11, Ueno, Taito-ku
City State/Province/Country ZIP/PostalCode
Tokyo JAPAN 110-0005
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Aono Masaaki
Street Address 1 Street Address 2
5-7-11, Ueno, Taito-ku
City State/Province/Country ZIP/PostalCode
Tokyo JAPAN 110-0005
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Goto Kohichi
Street Address 1 Street Address 2
5-7-11, Ueno, Taito-ku
City State/Province/Country ZIP/PostalCode
Tokyo JAPAN 110-0005
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Sawyer Jason D.
Street Address 1 Street Address 2
5-7-11, Ueno, Taito-ku
City State/Province/Country ZIP/PostalCode
Tokyo JAPAN 110-0005
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
Hilmer Michael
Street Address 1 Street Address 2

City

State/Province/Country

ZIP/PostalCode

Tokyo

JAPAN

110-0005

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Mr. Kiyomitsu Takayama resigned as an independent director effective November 1, 2025. Mr. Jason D. Sawyer and Mr. Michael Hilmer were appointed as independent directors effective November 15, 2025.

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> 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 checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> 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 |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Residential | <input 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"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input checked="" type="checkbox"/> Rule 506(b) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 506(c) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(a)(5) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

- New Notice Date of First Sale 2025-10-10 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)

- | | |
|---|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> 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 Alexander Capital, L.P. (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	Recipient CRD Number <input type="checkbox"/> None 000040077 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 10 DRS James Parker Blvd Suite 202	Street Address 2	
City Red Bank	State/Province/Country NEW JERSEY	ZIP/Postal Code 07701
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US		
<input type="checkbox"/> GEORGIA		
<input type="checkbox"/> SOUTH CAROLINA		

13. Offering and Sales Amounts

Total Offering Amount \$2,000,001 USD or Indefinite
Total Amount Sold \$2,000,001 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

[On November 18, 2025, at the second closing, the Issuer issued and sold, for an aggregate purchase price of \\$500,000.80 \(i\) pre-funded warrants to purchase up to 240,385 ADSs and \(ii\) warrants to purchase up to 240,385 ADSs.](#)

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:

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 \$160,000 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

[In connection with the second closing, and in addition to the cash fee that the placement agent received, the placement agent also received a warrant to purchase 40,000 ADSs, representing 200,000 Ordinary Shares of the Issuer, exercisable at \\$2.08.](#)

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
Earlyworks Co., Ltd.	/s/ Satoshi Kobayashi	Satoshi Kobayashi	CEO and Representative Director	2025-11-21

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.
