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The reader should not assume that the information is accurate and complete.

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)

0001708441

Name of Issuer

Mynd.ai, Inc.

Jurisdiction of Incorporation/Organization

CAYMAN ISLANDS

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

Previous Names  None

Gravitas Education Holdings, Inc.

RYB Education, Inc.

Top Margin Ltd

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Exempted Company

2. Principal Place of Business and Contact Information

Name of Issuer

Mynd.ai, Inc.

Street Address 1

MAPLES CORPORATE SERVICES LIMITED

Street Address 2

309 UGLAND HOUSE

City

GRAND CAYMAN

State/Province/Country

CAYMAN ISLANDS

ZIP/PostalCode

KY1-1104

Phone Number of Issuer

(345) 949-8066

3. Related Persons

Last Name

Riera

First Name

Vincent

Middle Name

Street Address 1

6822 96TH AVE SE

Street Address 2

City

Mercer Island

State/Province/Country

WASHINGTON

ZIP/PostalCode

98040-0000

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Leung

First Name

Simon

Middle Name

Street Address 1

10 Tregunter Path, 1/F, Tavistock

Street Address 2

Unit 101

City

Mid-levels

State/Province/Country

HONG KONG

ZIP/PostalCode

00000

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Mendelson

First Name

Robin

Middle Name

Street Address 1

1516 17th Ave East

Street Address 2

City

Seattle

State/Province/Country

WASHINGTON

ZIP/PostalCode

98112

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name	First Name	Middle Name
<a href="#">Merle</a>	<a href="#">Denise</a>	
Street Address 1	Street Address 2	
<a href="#">10554 Woodhaven Lane</a>		
City	State/Province/Country	ZIP/PostalCode
<a href="#">Bellevue</a>	<a href="#">WASHINGTON</a>	<a href="#">98104</a>
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

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Last Name	First Name	Middle Name
<a href="#">Shawki</a>	<a href="#">Tarek</a>	
Street Address 1	Street Address 2	
<a href="#">6 Ibn Arhab Street</a>	<a href="#">Floor 14, Apt 142</a>	
City	State/Province/Country	ZIP/PostalCode
<a href="#">Giza</a>	<a href="#">EGYPT</a>	<a href="#">00000</a>
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

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Last Name	First Name	Middle Name
<a href="#">Quelch</a>	<a href="#">John</a>	
Street Address 1	Street Address 2	
<a href="#">57 Baker Bridge Rd</a>		
City	State/Province/Country	ZIP/PostalCode
<a href="#">Lincoln</a>	<a href="#">MASSACHUSETTS</a>	<a href="#">01773</a>
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

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Last Name	First Name	Middle Name
<a href="#">Giterman</a>	<a href="#">Arthur</a>	
Street Address 1	Street Address 2	
<a href="#">26 Eldred Street</a>		
City	State/Province/Country	ZIP/PostalCode
<a href="#">Lexington</a>	<a href="#">MASSACHUSETTS</a>	<a href="#">02420</a>
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

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Last Name	First Name	Middle Name
<a href="#">Cole</a>	<a href="#">Matthew</a>	
Street Address 1	Street Address 2	
<a href="#">200 Inwood Terrace</a>		
City	State/Province/Country	ZIP/PostalCode
<a href="#">Roswell</a>	<a href="#">GEORGIA</a>	<a href="#">30075</a>
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

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Last Name	First Name	Middle Name
<a href="#">Solomon</a>	<a href="#">Lance</a>	
Street Address 1	Street Address 2	
<a href="#">2806 13th Ave W</a>		
City	State/Province/Country	ZIP/PostalCode
<a href="#">Seattle</a>	<a href="#">WASHINGTON</a>	<a href="#">98119</a>
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary):		

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Last Name	First Name	Middle Name
<a href="#">Krause</a>	<a href="#">Allyson</a>	
Street Address 1	Street Address 2	
<a href="#">2133 Spindrift Ct</a>		

City: Marietta State/Province/Country: GEORGIA ZIP/PostalCode: 30062

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: Heffernan First Name: Paul Middle Name:

Street Address 1: 8741 West Dallas Street Street Address 2:

City: Milwaukee State/Province/Country: WISCONSIN ZIP/PostalCode: 53224

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: O'Loan First Name: Ronan Middle Name:

Street Address 1: 5844 East Green Lake Way North Street Address 2:

City: Seattle State/Province/Country: WASHINGTON ZIP/PostalCode: 98103

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: Getz First Name: Joel Middle Name:

Street Address 1: 627 Chapel Street Street Address 2:

City: New Haven State/Province/Country: CONNECTICUT ZIP/PostalCode: 06511

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

4. Industry Group

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

**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 checked="" type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input 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 2023-12-13  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 checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input 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	Recipient CRD Number <input checked="" type="checkbox"/> None
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
Street Address 1	Street Address 2
City	State/Province/Country
State(s) of Solicitation (select all that apply)	ZIP/Postal Code
Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

**13. Offering and Sales Amounts**

Total Offering Amount \$42,219,040 USD or  Indefinite

Total Amount Sold \$42,219,040 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:

24

#### 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 \$0 USD  Estimate

Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

#### 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
Mynd.ai, Inc.	/s/ Allyson Krause	Allyson Krause	General Counsel	2023-12-21

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.