

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

La Rosa Holdings Corp.

(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-41588

(Commission File Number)

87-1641189

(I.R.S. Employer
Identification No.)

**1420 Celebration Blvd., 2nd Floor
Celebration, Florida 34747
(321) 250-1799**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Joseph La Rosa
Chief Executive Officer and President
La Rosa Holdings Corp.
1420 Celebration Blvd., 2nd Floor
Celebration, Florida 34747
(321) 250-1799**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public:

From time to time after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☒

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information contained in this prospectus is not complete and may be changed. The Selling Stockholder named in this prospectus may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where such offer or sale is not permitted.



**LA ROSA HOLDINGS CORP.
6,950,334 SHARES OF COMMON STOCK**

This prospectus (this “Prospectus”) relates to the offer and sale from time to time by the selling stockholder (the “Selling Stockholder”) of up to 6,950,334 shares of common stock, par value \$0.0001 per share, of La Rosa Holdings Corp., a Nevada corporation.

We are registering the resale of (i) up to 6,316,034 shares of common stock issuable upon conversion of the convertible promissory notes (the “Convertible Notes”) issued in two private placement transactions (the “Placements”) completed on February 20, 2024 and April 1, 2024, pursuant to substantially identical Securities Purchase Agreements (the “Securities Purchase Agreements”) with the Selling Stockholder, Mast Hill Fund, L.P., a Delaware limited partnership (“Mast Hill” or the “Selling Stockholder”), (ii) up to 517,300 shares issuable upon exercise of warrants (the “Placement Warrants”) issued to the Selling Stockholder in the Placements, and (iii) 117,000 shares of common stock issued to the Selling Stockholder in the Placements as commitment fees for entering into the Securities Purchase Agreements.

The 6,950,334 shares of common stock being registered in accordance with the Placements consist of the following: (i) pursuant to the Securities Purchase Agreement for the Placement that closed on February 20, 2024, with Mast Hill, up to 2,807,017 shares issuable upon conversion of the \$1,052,631.58 Convertible Note issued to Mast Hill in that Placement, up to 215,000 shares issuable upon exercise of the Placement Warrants issued to Mast Hill in that Placement, and 67,000 shares of common stock issued to Mast Hill as a commitment fee for entering into the Securities Purchase Agreement for that Placement; and (ii) pursuant to the Securities Purchase Agreement for the Placement that closed on April 1, 2024, with Mast Hill, up to 3,509,017 shares issuable upon conversion of the \$1,316,000 Convertible Note issued to Mast Hill in that Placement, up to 302,300 shares issuable upon exercise of the Placement Warrants issued to Mast Hill in that Placement, and 50,000 shares of common stock issued to Mast Hill as a commitment fee for entering into the Securities Purchase Agreement for that Placement. For a more complete discussion of the terms and conditions of the Securities Purchase Agreements and Placements, see the discussion under the heading “*Private Placements*.” The resale of the 6,950,334 shares by the Selling Stockholder pursuant to this Prospectus is referred to as the “Offering.”

We are not selling any securities under this Prospectus and will not receive any of the proceeds from the sale of shares of common stock by the Selling Stockholder. We will, however, receive proceeds from the exercise of the Placement Warrants if they are exercised for cash.

The Selling Stockholder is an “underwriter” within the meaning of Section 2(a)(11) of the Securities Act. The Selling Stockholder may sell the shares of common stock described in this Prospectus in a number of different ways and at varying prices. See “*Plan of Distribution*” for more information about how the Selling Stockholder may sell the shares of common stock being registered pursuant to this Prospectus.

We are a “controlled company” as defined under the corporate governance rules of Nasdaq because our Founder, Mr. Joseph La Rosa, as of April 24, 2024, controls 74% of the total voting power of our common stock based on his ownership of common stock and the 20,000,000 votes provided by his Series X Super Voting Preferred Stock, \$0.0001 par value per share, (the “Series X Preferred Stock”) that votes with the common stock, with respect to director elections and other matters. As a “controlled company,” as defined under the Nasdaq Stock Market Rules, we are permitted to elect to rely on certain exemptions from Nasdaq’s corporate governance rules. We do not plan to rely on these exemptions, but we may elect to do so in the future. Please read “*Prospectus Summary—Implications of Being a Controlled Company*” beginning on page 7 of this prospectus for more information.

We will pay the expenses incurred in registering the shares of common stock, including legal and accounting fees. See “*Plan of Distribution*.”

Our principal executive offices are located at 1420 Celebration Blvd., 2nd Floor, Celebration, Florida 34747.

Our common stock is listed on the Nasdaq Capital Market under the symbol “LRHC.” On April 23, 2024, the last reported sale price of our common stock on the Nasdaq Capital Market was \$1.55 per share.

We are an emerging growth company under the Jumpstart our Business Startups Act of 2012, or JOBS Act, and, as such, may elect to comply with certain reduced public company reporting requirements for this prospectus and future filings.

Investing in our common stock involves a high degree of risk. See “*Risk Factors*” beginning on page 11 of this Prospectus.

Neither the Securities and Exchange Commission (the “SEC”) nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this Prospectus is _____, 2024

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ABOUT THIS PROSPECTUS

This prospectus describes the general manner in which the Selling Stockholder may offer from time to time up to 6,950,334 shares of common stock. You should rely only on the information contained in this prospectus and the related exhibits, any prospectus or amendment thereto, and the documents incorporated by reference, or to which we have referred you, before making your investment decision. Neither we nor the Selling Stockholder have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus, any prospectus or amendments thereto do not constitute an offer to sell, or a solicitation of an offer to purchase, the common stock offered by this prospectus, any prospectus or amendments thereto in any jurisdiction to or from any person to whom or from whom it is unlawful to make such offer or solicitation of an offer in such jurisdiction. You should not assume that the information contained in this prospectus, any prospectus or amendments thereto, as well as information we have previously filed with the U.S. Securities and Exchange Commission ("SEC"), is accurate as of any date other than the date on the front cover of the applicable document.

If necessary, the specific manner in which the shares of common stock may be offered and sold will be described in a supplement to this prospectus, which supplement may also add, update, or change any of the information contained in this prospectus. To the extent there is a conflict between the information contained in this prospectus and any prospectus, you should rely on the information in such prospectus, provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date—for example, a document incorporated by reference in this prospectus or any prospectus—the statement in the document having the later date modifies or supersedes the earlier statement.

Neither the delivery of this prospectus nor any distribution of common stock pursuant to this prospectus shall, under any circumstances, create any implication that there has been no change in the information set forth or incorporated by reference into this prospectus or in our affairs since the date of this prospectus. Our business, financial condition, results of operations and prospects may have changed since such date.

Unless the context indicates otherwise, the terms "La Rosa Holdings," "Company," "we," "us" and "our" refer to La Rosa Holdings Corp., a Nevada corporation, and its subsidiaries.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus, the documents incorporated by reference herein and therein, and other written and oral statements we make from time to time contain certain "forward-looking" statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). You can identify these forward-looking statements by the fact they use words such as "could," "expect," "anticipate," "estimate," "target," "may," "project," "guidance," "intend," "plan," "believe," "will," "potential," "opportunity," "future," and other words and terms of similar meaning and expression in connection with any discussion of future operating or financial performance. You can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert, or change any of them, and could cause actual outcomes to differ materially from current expectations. These statements are likely to relate to, among other things, our business strategy, our research and development, our product development efforts, our ability to commercialize our product candidates, the activities of our licensees, our prospects for initiating partnerships or collaborations, the timing of the introduction of products, the effect of new accounting pronouncements, uncertainty regarding our future operating results and our profitability, anticipated sources of funds as well as our plans, objectives, expectations, and intentions.

We have included more detailed descriptions of these risks and uncertainties and other risks and uncertainties applicable to our business that we believe could cause actual results to differ materially from any forward-looking statement in the "Risk Factors" sections of this prospectus and the documents incorporated by reference herein including, but not limited to, the risk factors incorporated by reference from our filings with the SEC. We encourage you to read those descriptions carefully. Although we believe we have been prudent in our plans and assumptions, no assurance can be given that any goal or plan set forth in forward-looking statements can be achieved. We caution investors not to place significant reliance on forward-looking statements; such statements need to be evaluated in light of all the information contained and incorporated by reference in this prospectus. Furthermore, the statements speak only as of the date of each document, and we undertake no obligation to update or revise these statements.

INDUSTRY AND MARKET DATA

This prospectus includes industry data and forecasts that we obtained from industry publications and surveys, as well as public filings and internal company sources. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of the included information. Statements as to our ranking, market position and market estimates are based on third-party forecasts, management's estimates and assumptions about our markets and our internal research. We have not independently verified such third-party information, nor have we ascertained the underlying economic assumptions relied upon in those sources, and we cannot assure you of the accuracy or completeness of such information contained in this prospectus. Such data involve risks and uncertainties and is subject to change based on various factors, including those discussed under "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements."

PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before deciding whether to invest in our securities. You should carefully read the entire prospectus, including the risks associated with an investment in our company discussed in the "Risk Factors" section of this prospectus, before making an investment decision. Some of the statements in this prospectus are forward-looking statements. See the section titled "Cautionary Note Regarding Forward-Looking Statements."

In this prospectus, "La Rosa Holdings," "Company," "we," "us," "our," and similar references refer to La Rosa Holdings Corp. and its subsidiaries.

Overview

We are the holding company for five agent-centric, technology-integrated, cloud-based, multi-service real estate segments. Our primary business, La Rosa Realty, LLC, has been listed in the "Top 75 Residential Real Estate Firms in the United States" from 2016 through 2020 by the National Association of Realtors, the leading real estate industry trade association in the United States.

In addition to providing person-to-person residential and commercial real estate brokerage services to the public, we cross sell ancillary technology-based products and services primarily to our sales agents and the sales agents associated with our franchisees. Our business is organized based on the services we provide internally to our agents and to the public, which are residential and commercial real estate brokerage, franchising, real estate

brokerage education and coaching, and property management. Our real estate brokerage business operates primarily under the trade name La Rosa Realty, which we own, and, to a lesser extent, under the trade name Better Homes Realty which we license. We have 21 La Rosa Realty corporate real estate brokerage offices and branches located in Florida, California, Texas, and Georgia. We have 16 La Rosa Realty franchised real estate brokerage offices and branches and two affiliated real estate brokerage offices that pay us fees in two states in the United States and Puerto Rico. Our real estate brokerage offices, both corporate and franchised, are staffed with 2,454 licensed real estate brokers and sales associates as of March 31, 2024.

We have built our business by providing the home buying public with well trained, knowledgeable realtors who have access to our proprietary and third-party in-house technology tools and quality education and training, and valuable marketing that attracts some of the best local realtors who provide value-added services to our home buyers and sellers that are attracted to our brands. We give our real estate brokers and sales agents who are seeking financial independence a turnkey solution and support them in growing their brokerages while they fund their own businesses. This enables us to maintain a low fixed-cost business with several recurring revenue streams, yielding relatively high margins and cash flow.

Our agent-centric commission model enables our sales agents to obtain higher net commissions than they would otherwise receive from many of our competitors in our local markets. We believe that agents who join our Company from the major real estate brokerage firms have increased their income by an average of approximately forty percent (40%). They can then use this additional income to reinvest in their businesses or as take-home profit. This is a strong incentive for them to compete against the discount, flat fee and internet brokerages that have sprung up in the past several years. Instead of us taking a greater share of their income, our agents pay what we believe to be reduced rates for training and mentorship and our proprietary technology. Our franchise model has a similar pricing methodology, permitting the franchise owner the freedom to operate their business with minimal control and lower expense than other franchise offerings.

Moreover, we believe that our proprietary technology, training, and the support that we provide to our agents at a minimal cost to them is one of the best offered in the industry.

Disruptions related to the COVID-19 pandemic resulted in a downturn in our local residential real estate market in 2020. However, our local real estate market rebounded significantly in 2021 and continues to hold up notwithstanding significant increases in mortgage rates as the pandemic has caused what appears to be a large migration into our market areas from other states. Because nearly all of our sales agents, who are independent contractors, were working remotely before the pandemic struck, and because Florida did not mandate stay-at-home orders like many other states, the manner in which our business is conducted during the pandemic has not changed significantly and has not affected the productivity of our sales agents in 2021, in 2022, or in 2023.

On October 12, 2023, we consummated our initial public offering (the "IPO"). Following our IPO, as of the date of this prospectus, we have acquired majority ownership of the following franchisees of the Company: Nona Legacy Powered By La Rosa Realty, Inc. (formerly, La Rosa Realty Lake Nona Inc.), Horeb Kissimmee Realty, LLC, La Rosa Realty Premier, LLC, La Rosa Realty Orlando, LLC, La Rosa Realty Georgia, LLC, and La Rosa Realty California, and 100% ownership of the following franchisees of the Company: La Rosa CW Properties, LLC, La Rosa Realty North Florida LLC, and La Rosa Realty Winter Garden LLC, and La Rosa Realty Lakeland LLC.

We intend to continue growing our business organically and by acquisition.

It is management's intention to acquire additional franchisees in 2024. We continuously look to search for potential acquisition targets. Management is in discussions with several franchisees; however, any future agreements may have terms that are materially different than the terms of completed acquisitions. We cannot guarantee that the Company will actually enter into any binding acquisition agreements with any of those companies. If we do, we cannot assure you that the terms of such acquisitions will be substantially the same or better for the Company than those of completed acquisitions.

Our Technology

We provide our agents and employees with cloud-based real estate brokerage services by utilizing our consumer-facing websites, including our corporate website <https://www.larosarealty.com> and our proprietary technology that provides brokerage operations management tools. When an agent is on-boarded, they are required to take our monthly Foundations Series which covers the use of our proprietary applications. Through our websites, we provide buyers, sellers, landlords, and tenants with access to all of the available properties for sale or lease on the multiple listing service ("MLS"), in each of the markets in which we operate. We provide each of our Company franchisees and their agents with their own personal website that they can modify to match their personal branding. Our website also gives consumers access to our network of professional real estate agents and vendors. Additionally, the websites we provide use Artificial Intelligence ("AI") integrated Client Relationship Management ("CRM") software to enhance the consumers' internet experience and assist our agents with lead generation and lead capture through the AI features. For example, our CRM software, which is integrated into our websites, uses AI to generate marketing leads for our agents by sending marketing materials to potential buyers and sellers automatically without any agent involvement. Our technology platform also provides unique automated blogging and comprehensive social media marketing campaigns for our agents to create top of mind public awareness of our brand.

In February 2023, we launched our proprietary technology system - JAEME, part of "My Agent Account." JAIME is a real estate AI assistant created to support and inspire our agents with personalized content to drive marketing, efficiency, and sales. This advanced technology can help agents to provide services to their clients in a more efficient way - even from their mobile devices. Through JAEME, La Rosa's agents can easily create:

- Compelling property descriptions;
- Effective email campaigns;
- Detailed business plans;
- Innovative video scripts; and
- High-conversion newsletter campaigns.

Our proprietary technology and third-party services and platforms provide our agents and franchisees with commission management and accounting systems, an internal agent "intranet" application, customer relationship management applications, a transaction management solution, and automated marketing and social media applications and privacy and identity protections. The combination of our brands, proprietary technology, services, data, lead generation, and marketing tools gives our agents the power to offer best-in-class service to their clients.

Internally, we use our technology to provide our Company agents, employees and franchisees with the means to find and develop new business, manage their relationships both externally with their clients and internally with the Company or their franchisor, develop better skills and knowledge in their areas of endeavor and, we believe, enhance their earning potential. While no one can predict the ups and downs of the real estate market, we believe that the “weapons” we provide to our Company agents, employees and franchisees help them fight the adverse economic conditions, a volatile market and the competition.

While our offices and our franchisor’s offices act as their “home base,” most agents use our offices primarily for real estate closings and training. We monetize our technology by charging our agents and our franchisor’s agents what we believe to be a reasonable a monthly fee for the use of our suite of tools.

Our Recent Strategic Partnerships

In November 2023, the Company entered into a strategic referral partnership agreement with Janover Inc. (Nasdaq: JNVR) (“Janover”), an AI-enabled B2B fintech marketplace connecting commercial property borrowers and lenders with a human touch. Janover operates an online commercial loan marketplace that connects prospective borrowers and lenders for originating loans and will introduce the Company to clients that need commercial real estate brokers. The partnership is expected to provide our brokers with new tools to facilitate commercial loans, thereby generating a new revenue stream for our brokers and the Company.

In end of 2023, the Company entered into a strategic partnership with Final Offer, a consumer-facing offer management and negotiation platform driven by agents. Final Offer is a technology platform that is designed to simplify real estate transactions, enabling buyers to make successful offers and sellers to maximize the outcome of their sales. Final Offer’s online process allows sellers to establish a minimum sales price and other deal terms online and pre-approved buyers to make binding offers. If a seller sets a “Final Offer” price and terms, an interested buyer can accept it instantly, putting the property under contract. We believe that the Final Offer’s innovative platform is designed to empower both real estate agents and their clients with real-time transparency, streamlining the offer management and negotiation process, creating a fair playing field for all while also providing accountability and trust.

In March 2024, the Company officially launched Final Offer. Final Offer is available to real estate brokers on the Company’s platform in key markets across Florida and Georgia, with plans to expand the offering across the organization.

Our Markets

Our primary market is in the United States. As of April 24, 2024, we have 21 La Rosa Realty corporate real estate brokerage offices and branches in Florida, California, Texas, and Georgia. We have 16 La Rosa Realty franchised real estate brokerage offices and branches and two affiliated real estate brokerage offices that pay us fees in two states in the United States and Puerto Rico.

Our Revenue Streams

Our financial results are driven by the total number of sales agents in our Company, the number of sales agents closing commercial real estate transactions, the number of sales agents utilizing our coaching services, and the number of agents who work with our franchisees. We grew our total agent count from our founding in 2004 to 2,454 agents as of March 31, 2024.

The majority of our revenue is derived from a stable set of fees paid by our brokers, franchisees, and consumers. We have multiple revenue streams, with the majority of our revenue derived from commissions paid by consumers who transact business with our and our franchisee’s agents, royalties paid by our franchisees, dues and technology fees paid by our sales agents, our franchisees and our franchisees’ agents. Our major revenue streams come from such sources as: (i) residential real estate brokerage revenue, (ii) revenue from our property management services, (iii) franchise royalty fees, (iv) fees from the sale or renewal of franchises and other franchise revenue, (v) coaching, training and assistance fees, (vi) brokerage revenue generated transactionally on commercial real estate, and (vii) fees from our events and forums.

Our Competition and Strengths

The real estate brokerage business is highly competitive. We primarily compete against other independent real estate brokerage agencies in our local markets as well as the international and national real estate brokerage franchisors seeking to grow their franchise system, many of which have a longer operational history and greater resources than us. We compete against other brokerages to attract transactional clients based on our personalized service with experienced brokers who know the local market, the number and quality of listings, our brand and reputation and our marketing efforts. We also compete to attract real estate professionals based on our brand and reputation, the quality of our training and coaching, our marketing efforts, our generous 100% commission “split” for experienced brokers and our technology tools that make the brokers more efficient and productive. We believe that competition in the real estate brokerage franchise business is based principally upon the reputational strength of the brand, the quality of the services offered to franchisees, and the amount of franchise-related fees to be paid by franchisees.

We also face competition from internet-based real estate brokers. These companies do not provide the same personalized brokerage services that we do and emphasize low price and a do-it-yourself philosophy.

In the property management arena, we compete against independent local property management companies and the major national and international commercial real estate property managers. While most of our property management business comes from referrals in our local market, we compete on price and our ability to be on the ground and available to handle day-to-day matters for our clients.

Our real estate coaching business competes against other in-house training services operated by independent real estate brokerage agencies and the international and national franchisors named above, as well as online providers. We compete on the basis of personalized instruction, our mentorship program that provides a neophyte agent with an experienced coach to guide her and answer questions on an ongoing basis after the classroom instruction has ended.

Many of our existing and potential competitors have substantial competitive advantages, including a larger national and international footprint and more recognizable brand, greater financial resources, longer operating histories, a greater breadth of marketing coverage, more extensive relationships in the residential and commercial real estate industry with brokers, agents, service providers and advertisers, stronger relationships with third party data providers such as multiple listing services and listing aggregators, maintain their own in-house software development, have access to larger user bases and greater intellectual property portfolios.

Our Corporate History

La Rosa Holdings Corp. was incorporated in the State of Nevada on June 14, 2021 by its founder, Mr. Joseph La Rosa, to become the holding company for five Florida limited liability companies in which Mr. La Rosa held or controlled a one hundred percent ownership interest: (i) La Rosa Coaching, LLC ("Coaching"); (ii) La Rosa CRE, LLC ("CRE"); (iii) La Rosa Franchising, LLC ("Franchising"); (iv) La Rosa Property Management, LLC ("Property Management"); and (v) La Rosa Realty, LLC ("Realty"). Coaching, CRE, Franchising, Property Management and Realty became direct, wholly owned subsidiaries of the Company as a result of the closing of the Reorganization Agreement and Plan of Share Exchange, dated July 22, 2021, which was effective on August 4, 2021. Pursuant to the Reorganization Agreement, each LLC exchanged 100% of their limited liability company membership interests for one share of the Company's common stock, \$0.0001 par value per share, which share was automatically redeemed for nominal consideration upon the closing of the transaction, resulting each LLC becoming the direct, wholly owned subsidiary of the Company.

On October 12, 2023, we consummated our initial public offering (the "IPO"). Following our IPO, as of the date of this prospectus, we have acquired majority ownership of the following franchisees of the Company:

- La Rosa Realty, LLC is engaged in the residential real estate brokerage business;
- La Rosa Coaching, LLC is engaged in the delivery of coaching services to our brokers and franchisee's brokers;
- La Rosa CRE, LLC is engaged in the commercial real estate brokerage business;
- La Rosa Franchising, LLC is engaged in the franchising of real estate brokerage agencies;
- La Rosa Property Management, LLC is engaged in property management services to owners of single-family residential properties;
- La Rosa Realty Premier, LLC is engaged mostly in the residential real estate brokerage business;
- La Rosa Realty CW Properties, LLC is engaged mostly in the residential real estate brokerage business;
- La Rosa Realty North Florida, LLC is engaged mostly in the residential real estate brokerage business;
- La Rosa Realty Orlando, LLC is engaged mostly in the residential real estate brokerage business;
- Nona Legacy Powered By La Rosa Realty, Inc. (formerly, La Rosa Realty Lake Nona Inc.) is engaged mostly in the residential real estate brokerage business;
- Horeb Kissimmee Realty, LLC is engaged mostly in the residential real estate brokerage business;
- La Rosa Realty Winter Garden, LLC is engaged mostly in the residential real estate brokerage business; and
- La Rosa Realty Texas, LLC is engaged mostly in the residential real estate brokerage business;
- La Rosa Realty Georgia, LLC is engaged mostly in the residential real estate brokerage business; and
- La Rosa Realty California is engaged mostly in the residential real estate brokerage business.
- La Rosa Lakeland LLC is engaged mostly in the residential real estate brokerage business.

We are a "controlled company" as defined under the corporate governance rules of Nasdaq because our founder, Mr. Joseph La Rosa, as of April 16, 2024, controls 75% of the total voting power of our common stock based on his ownership of common stock and the 20,000,000 votes provided by his Series X Super Voting Preferred Stock, \$0.0001 par value per share, (the "Series X Preferred Stock") that votes with the common stock, with respect to director elections and other matters.

Executive Offices

Our principal corporate office are located at 1420 Celebration Boulevard, 2nd Floor, Celebration, Florida 34747. Our main telephone number is (321) 250-1799, and our main website is www.larosaholdings.com. The contents of our website are not incorporated by reference into this prospectus.

Implications of Being an Emerging Growth Company and a Smaller Reporting Company

We qualify as an "emerging growth company" as defined under the Securities Act of 1933, as amended (the "Securities Act"). As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements that are otherwise applicable to public companies. These provisions include, but are not limited to:

- being permitted to present only two years of audited financial statements and only two years of related "Management's Discussion and Analysis of Financial Condition and Results of Operations;"
- not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as amended (or the Sarbanes-Oxley Act);
- reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements; and
- exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved.

In addition, an emerging growth company can take advantage of an extended transition period for complying with new or revised accounting

standards. This provision allows an emerging growth company to delay the adoption of some accounting standards until those standards would otherwise apply to private companies. We have elected to avail ourselves of this extended transition period. We will remain an emerging growth company until the earliest to occur of: (i) our reporting \$1.235 billion or more in annual gross revenues; (ii) the end of fiscal year 2026; (iii) our issuance, in a three year period, of more than \$1 billion in non-convertible debt; and (iv) the last day of the fiscal year in which we are deemed to be a large accelerated filer, which generally means that we have been public for at least 12 months, have filed at least one annual report, and the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the last day of our then-most recently completed second fiscal quarter.

We have elected to take advantage of certain of the reduced disclosure obligations and may elect to take advantage of other reduced reporting requirements in future filings. As a result, the information that we provide to our stockholders may be different than the information you might receive from other public reporting companies in which you hold equity interests.

We also qualify as a “smaller reporting company,” as such term is defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and to the extent we continue to qualify as a “smaller reporting company,” after we cease to qualify as an “emerging growth company,” certain of the exemptions available to us as an “emerging growth company” may continue to be available to us as a smaller reporting company, including: (1) not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act; (2) scaled executive compensation disclosures; and (3) the ability to provide only two years of audited financial statements, instead of three years.

Implication of Being a Controlled Company

We are and will continue, following this offering, to be a “controlled company” within the meaning of the Nasdaq Stock Market Rules, due to the fact that our Chief Executive Officer, Chairman and Founder, Mr. Joseph La Rosa, as of April 24, 2024, controls 74% of the total voting power of our common stock based on his ownership of common stock and the 20,000,000 votes provided by his Series X Super Voting Preferred Stock, \$0.0001 par value per share, (the “Series X Preferred Stock”) that votes with the common stock, with respect to director elections and other matters.

Upon the completion of this offering and assuming all of the Notes are covered by the Selling Stockholder and the Warrants are exercised by the Selling Stockholder for cash and we do not issue any more securities, Mr. La Rosa will control 60% of total voting power of our Company.

For so long as we are a controlled company under that definition, we are permitted to elect to rely, and may rely, on certain exemptions from corporate governance rules, including:

- an exemption from the rule that a majority of our Board of Directors must be independent directors;
- an exemption from the rule that the compensation of our Chief Executive Officer must be determined or recommended solely by independent directors; and
- an exemption from the rule that our director nominees must be selected or recommended solely by independent directors.

As a result, you will not have the same protection afforded to stockholders of companies that are subject to these corporate governance requirements.

Although we do not intend to rely on the “controlled company” exemption under the Nasdaq listing rules, we could elect to rely on this exemption after we complete this offering. If we elected to rely on the “controlled company” exemption, a majority of the members of our Board of Directors might not be independent directors and our nominating and corporate governance and compensation committees might not consist entirely of independent directors after we complete this offering.

SUMMARY OF RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks summarized below. These risks are discussed more fully in the “Risk Factors” section in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on April 16, 2024, and in this prospectus.

Risks Related to Our Business and Operations

- Our independent registered public accounting firm's report contains an explanatory paragraph that expresses substantial doubt about our ability to continue as a “going concern.”
- We have a limited operating history with financial results that may not be indicative of future performance, and our revenue growth rate is likely to slow down due to the recent antitrust litigation and as our business matures.
- Impairment of goodwill and intangible assets may adversely impact future results of operations.
- We may not realize the expected benefits of our recent acquisitions because of integration difficulties and other challenges.
- If we fail to raise additional capital, our ability to implement our business model and strategy could be compromised.
- The residential real estate market is cyclical, and we can be negatively impacted by downturns in this market and by general economic conditions.
- The lack of financing for homebuyers in the U.S. residential real estate market at favorable rates and on favorable terms has had a material adverse effect on our financial performance and results of operations.
- The housing market is currently in flux with higher mortgage interest rates and generally increasing home prices which makes it difficult to predict future market trends. Any decrease in home sales in the future will have an adverse effect on our financial performance and results of operations.

- We may fail to execute our strategies to grow our business successfully, including increasing our agent count and expanding the number of our franchisees and agents, or we may fail to manage our growth effectively, which could have a material adverse effect on our brand, our financial performance, and our results of operations.
- We might be unable to attract and retain additional qualified agents and other personnel.
- Our financial results are affected directly by the operating results of franchisees and agents, over whom we do not have direct control.
- We depend substantially on our Founder, Joseph La Rosa, and the loss of any of our senior management or other key employees or the inability to hire additional qualified personnel could adversely affect our operations, our brand and our financial performance.

- Concentration of ownership of our voting stock by Mr. La Rosa will prevent new investors from influencing significant corporate decisions.
- Mr. La Rosa will control all matters that come before the stockholders for a vote and thus we are a “controlled company” within the meaning of the Nasdaq listing requirements and, as a result, the Company will qualify for exemptions from certain corporate governance requirements. If we take advantage of such exemptions, you will not have the same protections afforded to stockholders of companies that are subject to such corporate governance requirements.
- We are subject to certain risks related to litigation filed by or against us, and adverse results may harm our business and financial condition.
- Adverse outcomes in litigation and regulatory actions against the NAR, other real estate brokerage companies and agents in our industry could adversely impact our financial results.
- If we attempt to, or acquire other complementary businesses, we will face certain risks inherent with such activities.

Risks Associated with Our Capital Stock

- We may not be able to maintain the listing of our common stock on Nasdaq, which could adversely affect our liquidity and the trading volume and market price of our common stock and decrease or eliminate your investment.
- The market price for our common stock may be particularly volatile given our status as a relatively unknown company with a small and thinly traded public float, and minimal profits, which could lead to wide fluctuations in our share price.
- If our securities become subject to the penny stock rules, it would become more difficult to trade our shares.
- Our status as an “emerging growth company” under the JOBS Act may make it more difficult to raise capital as and when we need it.
- If we continue to fail to maintain an effective system of disclosure controls and fail to maintain an effective system of internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

General Risks

- If we fail to protect the privacy of employees, independent contractors, or consumers or personal information that they share with us, our reputation and business could be significantly harmed.
- Cybersecurity incidents could disrupt our business operations, result in the loss of critical and confidential information, adversely impact our reputation and harm our business.
- Anti-takeover provisions in our amended and restated articles of incorporation and bylaws, as well as provisions in Nevada law, might discourage, delay or prevent a change of control of our Company or changes in our management and, therefore, depress the trading price of our Securities.

THE OFFERING

Securities Offered by the Selling Stockholder	6,950,334 shares of common stock.
Common Stock Outstanding After Offering ⁽¹⁾ ⁽²⁾	21,767,989 shares, assuming (i) the Convertible Notes issued to the Selling Stockholder are converted into common stock, (ii) the Warrants held by the Selling Stockholder are exercised for shares of common stock, and (iii) no other shares of common stock are issued by us. If less than all of the Convertible Notes or Warrants are converted into or exercised for shares of common stock, we would have less common stock outstanding after the Offering.
Use of Proceeds	We will not receive any of the proceeds from the sale of the common stock registered hereunder. We will receive proceeds upon exercise of the Warrants, assuming they are not exercised on a “cashless” basis. To the extent the Warrants are not exercised on a “cashless” basis, we intend to use such proceeds, if any, for general corporate purposes and working capital requirements and other purposes that the Board of Directors deems to be in the best interests of the Company.

Risk Factors	An investment in our securities involves a high degree of risk and could result in a loss of your entire investment. Further, the issuance to, or sale by, the Selling Stockholder of a significant amount of shares being registered in the registration statement, of which this prospectus forms a part, at any given time could cause the market price of our common stock to decline and to be highly volatile, and we do not have the right to control the timing and amount of any sales by the Selling Stockholder of such shares. Prior to making an investment decision, you should carefully consider all of the information in this Prospectus and, in particular, you should evaluate the risk factors set forth under the caption "Risk Factors" beginning on page 11.
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Trading Symbol on the Nasdaq Capital Market	LRHC
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(1) Based on 14,817,655 shares of common stock outstanding as of April 24, 2024. Other than the shares of common stock underlying the Notes and Warrants, excludes the following as of such date:

- 961,687 shares of our common stock issuable upon the exercise of warrants outstanding, at a weighted average exercise price of \$3.09 per share;
- 3,605,310 shares of our common stock issuable upon the exercise of stock options outstanding, at a weighted average exercise price of \$1.79 per share;
- 4,000 shares of our common stock issuable upon the vesting of restricted stock units;
- 4,046,681 shares of our common stock reserved for future issuance under our 2022 Equity Incentive Plan;

RISK FACTORS

The risks and uncertainties described therein and below could materially adversely affect our business, operating results and financial condition, as well as cause the value of our securities to decline. You may lose all or part of your investment as a result. You should also refer to the other information contained in this prospectus, or incorporated by reference, including our financial statements and the notes to those statements, and the information set forth under the caption "Special Note Regarding Forward-Looking Statements." Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks mentioned below. Forward-looking statements included in this prospectus are based on information available to us on the date hereof, and all forward-looking statements in documents incorporated by reference are based on information available to us as of the date of such documents. We disclaim any intent to update any forward-looking statements. The risks described below and contained in our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and in our other periodic reports are not the only ones that we face. Additional risks not presently known to us or that we currently deem immaterial may also adversely affect our business operations.

Risks Related to Our Business

Our independent registered public accounting firm's report contains an explanatory paragraph that expresses substantial doubt about our ability to continue as a "going concern." If we are unable to continue as a going concern, our securities will have little or no value.

Although our audited financial statements for the years ended December 31, 2023 and 2022, were prepared under the assumption that we would continue our operations as a going concern, the report of our independent registered public accounting firm that accompanies our financial statements for the years ended December 31, 2023 and 2022, contains a going concern qualification in which such firm expressed substantial doubt about our ability to continue as a going concern, based on that we have incurred recurring net losses, and our operations have not provided net positive cash flows.

We plan on continuing to expand via acquisition, which we believe will us achieve future profitability, and we intend to raise capital from outside investors, as we have done in the past, to fund operating losses and to provide capital for further business acquisitions. However, there are no assurances that such financing will be available to us at all or will be available in sufficient amounts or on reasonable terms. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. If we are unable to generate additional funds in the future through sales of our products, financings or from other sources or transactions, we will exhaust our resources and will be unable to continue operations. If we cannot continue as a going concern, our stockholders would likely lose most or all of their investment in us.

We have a limited operating history with financial results that may not be indicative of future performance, and our revenue growth rate is likely to slow down as our business matures and may slow down due to the recent antitrust litigation.

We began operations in 2021. As a result of our limited operating history, we have limited financial data that can be used to evaluate our current business, and such data may not be indicative of future performance. We have encountered, and expect to continue to encounter, risks and difficulties frequently experienced by growing companies, including challenges in financial forecasting accuracy, hiring of experienced personnel, hiring of technology employees, determining appropriate investments, developing new products and features, assessing legal and regulatory risks, among others. Any evaluation of our business and prospects should be considered in light of our limited operating history, and the risks and uncertainties inherent in investing in early-stage companies. In addition, recent settlements of litigation based on alleged violations of federal and state antitrust laws may have an adverse impact on our potential growth.

We may not realize the expected benefits of our recent acquisitions because of integration difficulties and other challenges.

The success of our recent acquisitions will depend, in part, on our ability to realize the anticipated revenue, cost-savings, tax, collaboration and other synergies from integrating our two recent acquisitions with our existing business. The integration process may be complex, costly, and time-consuming. We may not accomplish the integration smoothly, successfully, or within the anticipated costs or time frame. The diversion of the attention of management from our current operations to the integration effort and any difficulties encountered in combining operations could prevent us from realizing the full benefits anticipated to result from the share exchanges and could adversely affect our business. In addition, the integration efforts could divert the focus and resources of the management of the Company from other strategic opportunities and operational matters during the integration process.

Risks Related to the Ownership of Our Common Stock

Our failure to maintain our compliance with Nasdaq's continued listing standards or other requirements could result in our common stock being delisted from Nasdaq, which could adversely affect our liquidity and the trading volume and market price of our common stock and decrease or eliminate your investment.

Our common stock is currently listed on the Nasdaq Capital Market on Nasdaq under the symbol "LRHC." Nasdaq requires listed issuers to comply with certain standards in order to remain listed on its exchange. If, for any reason, Nasdaq should delist our securities from trading on its exchange and we are unable to obtain listing on another reputable national securities exchange, a reduction in some or all of the following may occur, each of which could materially adversely affect our stockholders.

On November 24, 2023, Nasdaq notified us that we had longer met Nasdaq Listing Rule 5550(b)(2) requiring the Company to maintain a minimum market value of listed securities ("MVLS") of \$35 million based on the Company's MVLS for the prior 30 consecutive business days. Nasdaq Rule 5550 requires a Nasdaq-listed company to meet at least one of the continued listing standards under Nasdaq Rule 5550(b), including having a (i) stockholder's equity of at least \$25 million (the "Equity Standard"), (ii) the MVLS standard; or (iii) net income from continuing operations of \$500,000 in the most recently completed fiscal year or in two of the three most recently completed fiscal years. Nasdaq had given us 180 days to regain compliance under Nasdaq Rule 5550, or until May 22, 2024. On April 18, 2024, Nasdaq notified us that we had regained compliance with Nasdaq Rule 5550 by satisfying the Equity Standard under Listing Rule 5550(b).

If we violate Nasdaq's listing requirements, or if we fail to meet any of Nasdaq's listing standards, our common stock may be delisted. A delisting of our common stock from Nasdaq may materially impair our stockholders' ability to buy and sell our common stock and could have an adverse effect on the market price of, and the efficiency of the trading market for, our common stock. The delisting of our common stock could significantly impair our ability to raise capital and the value of your shares.

Future issuances of our common stock or securities convertible into, or exercisable or exchangeable for, our common stock could cause the market price of our common stock to decline and would result in the dilution of your holdings.

Future issuances of our common stock or securities convertible into, or exercisable or exchangeable for, our common stock could cause the market price of our common stock to decline. We cannot predict the effect, if any, of future issuances of our securities, or the future expirations of lock-up agreements, on the price of our common stock. In all events, future issuances of our common stock would result in the dilution of your holdings. In addition, the perception that new issuances of our securities could occur could adversely affect the market price of our common stock.

Future issuances of debt securities, which would rank senior to our common stock upon our bankruptcy or liquidation, and future issuances of preferred stock, which could rank senior to our common stock for the purposes of dividends and liquidating distributions, may adversely affect the level of return you may be able to achieve from an investment in our securities.

In the future, we may attempt to increase our capital resources by offering debt securities. Upon bankruptcy or liquidation, holders of our debt securities, and lenders with respect to other borrowings we may make, would receive distributions of our available assets prior to any distributions being made to holders of our common stock. Moreover, if we issue preferred stock, the holders of such preferred stock could be entitled to preferences over holders of common stock in respect of the payment of dividends and the payment of liquidating distributions. Because our decision to issue debt or preferred stock in any future offering, or borrow money from lenders, will depend in part on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of any such future offerings or borrowings. Holders of our common stock must bear the risk that any future offerings we conduct or borrowings we make may adversely affect the level of return, if any, they may be able to achieve from an investment in our securities.

Concentration of ownership of our voting stock by Mr. La Rosa will prevent new investors from influencing significant corporate decisions.

Based on our common stock outstanding as of April 24, 2024, Mr. La Rosa had voting power of approximately 74% of our outstanding voting stock. As a result, Mr. La Rosa, our President and Chief Executive Officer, Chairman of the Board of Directors, and majority stockholder, controls all matters requiring stockholder approval, including the election and removal of directors and any merger or other significant corporate transactions. The interests of Mr. La Rosa may not coincide with the interests of other stockholders.

Mr. La Rosa may have interests different than yours and may vote in a way with which you disagree and that may be adverse to your interests. In addition, Mr. La Rosa's concentration of ownership could have the effect of delaying or preventing a change in control or otherwise discouraging a potential acquirer from attempting to obtain control of us, which could cause the market price of our common stock to decline or prevent our stockholders from realizing a premium over the market price for their common stock. In addition, he may want the Company to pursue strategies that deviate from the interests of other stockholders. Investors should consider that the interests of the Mr. La Rosa may differ from their interests in material respects.

As a "controlled company" under the rules of the Nasdaq Capital Market, we may choose to exempt our Company from certain corporate governance requirements that could have an adverse effect on our public stockholders.

We are and, upon the completion of this offering, will continue to be a "controlled company" as defined under the Nasdaq Listing Rule 5615(c)(1) and may elect not to comply with certain corporate governance requirements, including the requirement that a majority of our directors be independent, as defined in the Nasdaq Capital Market Rules, and the requirement that our compensation and nominating and corporate governance committees consist entirely of independent directors. Although we do not intend to rely on the "controlled company" exemption under the Nasdaq listing rules, we could elect to rely on this exemption in the future. If we elect to rely on the "controlled company" exemption, a majority of the members of our Board of Directors might not be independent directors and our nominating and corporate governance and compensation committees might not consist entirely of independent directors. Accordingly, during any time while we remain a controlled company relying on the exemption and during any transition period following a time when we are no longer a controlled company, you would not have the same protections afforded to stockholders of companies that are subject to all the Nasdaq Capital Market corporate governance requirements. Our status as a controlled company could cause our shares to be less attractive to certain investors or otherwise harm our trading price.

We are authorized to issue "blank check" preferred stock without stockholder approval, which could adversely impact the rights of holders of our common stock.

Our articles of incorporation authorize us to issue up to 50,000,000 shares of "blank check" preferred stock, meaning our Board of Directors can designate the rights and preferences of classes or series of such preferred stock without stockholder approval. Any preferred stock that we issue in the future may rank ahead of our common stock in terms of dividend priority or liquidation premiums and may have greater voting rights than our common stock. In addition, such preferred stock may contain provisions allowing those shares to be converted into shares of common stock, which could dilute the value of common stock to current stockholders and could adversely affect the market price, if any, of our common stock. In addition, the preferred stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of our company. There can be no

assurance that we will not issue preferred stock in the future.

If our shares of common stock become subject to the penny stock rules, it would become more difficult to trade our shares.

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or authorized for quotation on certain automated quotation systems, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. If we do not retain a listing on Nasdaq or another national securities exchange and if the price of our common stock is less than \$5.00, our common stock could be deemed a penny stock. The penny stock rules require a broker-dealer, before a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document containing specified information. In addition, the penny stock rules require that before effecting any transaction in a penny stock not otherwise exempt from those rules, a broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive (i) the purchaser's written acknowledgment of the receipt of a risk disclosure statement; (ii) a written agreement to transactions involving penny stocks; and (iii) a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our common stock, and therefore stockholders may have difficulty selling their shares.

We may need, but be unable, to obtain additional funding on satisfactory terms, which could dilute our stockholders or impose burdensome financial restrictions on our business.

We have relied upon cash from financing activities, and, in the future, we hope to rely on revenues generated from operations to fund the cash requirements of our activities. However, there can be no assurance that we will be able to generate any significant cash from our operating activities in the future. Future financing may not be available on a timely basis, in sufficient amounts or on terms acceptable to us, if at all. Any debt financing or other financing of securities senior to the common stock will likely include financial and other covenants that will restrict our flexibility. Any failure to comply with these covenants would have a material adverse effect on our business, prospects, financial condition and results of operations because we could lose our existing sources of funding, and our ability to secure new sources of funding could be impaired.

Our common stock may be affected by limited trading volume and price fluctuations, which could adversely impact the value of our common stock.

Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations, which could adversely affect the market prices of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the market prices of our common stock to fluctuate substantially. These fluctuations may also cause short sellers to periodically enter the market in the belief that we will have poor results in the future. We cannot predict the actions of market participants and, therefore, can offer no assurances that the market for our common stock and warrants will be stable or appreciate over time.

The price of our common stock may be adversely affected by the future issuance and sale of shares of our common stock or other equity securities.

We cannot predict the size of future issuances or sales of our common stock or other equity securities, future acquisitions or capital raising activities, or the effect, if any, that such issuances or sales may have on the market price of our common stock. The issuance and sale of substantial amounts of common stock or other equity securities or announcement that such issuances and sales may occur could adversely affect the market price of our common stock.

We currently do not intend to declare dividends on our common stock in the foreseeable future and, as a result, your returns on your investment may depend solely on the appreciation of our common stock.

We currently do not expect to declare any dividends on our common stock in the foreseeable future. Instead, we anticipate that all our earnings in the foreseeable future will be used to provide working capital to support our operations and to finance the growth and development of our business. Any decision to declare or pay dividends in the future will be at the discretion of our Board, subject to applicable laws and dependent upon several factors, including our earnings, capital requirements and overall financial conditions. In addition, terms of any future debt or preferred securities may further restrict our ability to pay dividends on our common stock. Accordingly, your only opportunity to achieve a return on your investment in our common stock may be if the market price of our common stock appreciates and you sell your shares at a profit. The market price for our common stock may never exceed, and may fall below, the price that you pay for such common stock.

USE OF PROCEEDS

This Prospectus relates to shares of our common stock that may be offered and sold from time to time by the Selling Stockholder. We will receive no proceeds from the sale of shares of common stock by the Selling Stockholder.

We will receive proceeds upon exercise of the Warrants, assuming they are not exercised on a "cashless" basis. The holder may exercise the Warrants by a "cashless" exercise if the Market Price is less than the exercise price of the Warrants, then in effect, and there is no effective registration statement for the resale of the underlying shares of common stock. "Market Price" means the highest traded price of the common stock during the thirty trading days before the date of the respective exercise notice.

To the extent any Warrants are not exercised on a "cashless basis," we intend to use the net proceeds entirely for general corporate purposes, working capital requirements, and other purposes that the Board of Directors deems to be in the best interests of the Company.

MARKET PRICE OF OUR COMMON STOCK AND RELATED STOCKHOLDER MATTERS

Market Information

Our common stock is listed on the Nasdaq Capital Market under the symbol "LRHC." A description of our common stock is set forth under the heading "Description of Capital Stock" beginning on page 24 of this prospectus.

The last reported sale price for our common stock on April 23, 2024, as reported by Nasdaq, was \$1.55 per share.

Holders

As of April 24, 2024, we had 202 record holders of our common stock issued and outstanding. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of common stock whose shares are held in the names of various security brokers, dealers, and registered clearing agencies.

Transfer Agent and Registrar

Our transfer agent and registrar for our common stock is Vstock Transfer, LLC located at 18 Lafayette Place, Woodmere, NY 11598. Their telephone number is (212) 828-8436.

Dividend Policy

The Company has never previously declared or paid any cash dividends on its common stock. We currently intend to retain earnings and profits, if any, to support our business strategy and do not intend to pay any cash dividends within the foreseeable future. Any future determination to pay cash dividends will be at the sole discretion of our Board of Directors and will depend upon the financial condition of the Company, its operating results, capital requirements, general business conditions and any other factors that our Board of Directors deems relevant.

PRIVATE PLACEMENTS

February 2024 Private Placement

As we reported on a Form 8-K filed with the SEC on February 26, 2024, on February 20, 2024, we entered into a securities purchase agreement (the "Securities Purchase Agreement") with the Selling Stockholder pursuant to which we issued the Selling Stockholder a 13% OID senior secured promissory note in the face amount of \$1,052,631.58 (the "Note"), 67,000 shares of the Company's common stock as a commitment fee (the "Commitment Shares"), a warrant to purchase up to 120,000 shares of common stock (the "First Warrant") and a second warrant, to purchase up to 95,000 (the "Second Warrant," and together with the First Warrant, the "Warrants"). The Company also granted the Selling Stockholder piggy-back registration rights in the Securities Purchase Agreement.

The private placement closed on February 20, 2024 (the "Closing Date").

Pursuant to the Securities Purchase Agreement, until the Note is either converted or fully repaid, the Company is prohibited from effecting or entering into an agreement involving a Variable Rate Transaction, as defined in the Securities Purchase Agreement, other than pursuant to an "at-the-market" agreement with a registered broker-dealer, whereby such registered broker-dealer is acting as principal in the purchase of common stock from the Company or an Equity Line of Credit (as defined in the Note).

The Securities Purchase Agreement provided until the Company obtains shareholder approval to satisfy Nasdaq Rule 5635(e), the maximum amount of common stock issuable under the Note and Warrants was limited to no more than 19.99% of the issued and outstanding common stock of the Company as of the Closing Date. The Company had also agreed to obtain shareholder approval and file a preliminary information statement on Schedule 14C with the SEC within ten calendar days of the Closing Date and file a definitive information statement on Schedule 14C with the SEC with respect to the shareholder approval as soon as permissible. The Company also granted the Selling Stockholder a right of participation for future offerings other than already disclosed in the Company's reports filed with the SEC or pursuant to Excluded Issuance (as defined in the Securities Purchase Agreement).

The Company and its subsidiaries (collectively, the "Company Group") also entered into that a security agreement with the Selling Stockholder (the "Security Agreement") pursuant to which the Company Group granted the Selling Stockholder a security interest in certain property of the Company Group to secure the Company's obligations under the Note.

In connection with the transaction, the Company and the Selling Stockholder entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which the Company agreed to register the Commitment Shares and the shares of common stock underlying the Note and Warrants under the Securities Act pursuant to a registration statement on Form S-1 (or other appropriate form). The Company had agreed to file the registration statement with the SEC within ninety (90) calendar days from the date of the Securities Purchase Agreement and to use its best efforts to have the registration statement declared effective by the SEC within 120 days from the date of the Securities Purchase Agreement.

Note

The face amount of the Note is amount of \$1,052,631.58. The purchase price of the Note was \$1,000,000.00 with an original issue discount of \$52,631.58. The principal amount of the Note bears interest at the rate of 13% per annum (on a 365-day year) and is due on the one-year anniversary date of the issuance date, or February 20, 2025. Any outstanding principal amount or interest on the Note that is not paid at maturity will bear interest at the rate of the lesser of (i) sixteen percent (16%) per annum and (ii) the maximum amount permitted by law from the due date thereof until the same is paid ("Default Interest").

Amortization Payments. Under the Note, the Company is required to make monthly amortization payments commencing June 30, 2024.

Beneficial Ownership Limitation. Under the Note, the holder of the Note may at any time and from time to time, subject to beneficial ownership limitations, convert the outstanding principal amount and accrued interest under the Note into shares of common stock at a conversion price of \$2.50 per share unless the Company fails to make an amortization payment under the Note or upon an Event of Default (as defined under the Note), in which case the conversion price shall be the lower of \$2.50 or the market price equal to 85% of the lowest VWAP (volume-weighted average price) on any trading day during the five (5) trading days prior to the respective conversion date. The number of shares issuable upon the conversion of the Note and the conversion price of the Note are subject to any stock dividend, stock split, stock combination, rights offerings, reclassification, or similar transaction.

Prepayment. At any time prior to the date that an Event of Default occurs under the Note, the Company may, upon fifteen (15) Trading Days prior written notice to the holder of the Note, prepay in whole or in part the outstanding principal amount and interest then due under this Note. The holder has the right, during the period beginning on the date of holder's receipt of the prepayment notice and until the holder's actual receipt of the full prepayment

amount on the prepayment date, to instead convert all or any portion of the Note pursuant to the terms of the Note, including the amount of the Note to be prepaid by the Company. If the Borrower exercises its right to prepay the Note, the Borrower shall make payment to the holder of an amount in cash equal to the sum of: (w) 100% multiplied by the principal amount to be prepaid plus (x) accrued and unpaid interest on the principal amount to the Optional Prepayment Date plus (y) \$750.00 to reimburse holder for administrative fees. If the Borrower delivers prepayment notice and fails to pay the applicable prepayment amount due to the holder of the Note, then the Borrower shall forever forfeit its right to prepay any part of the Note.

Repayment from Proceeds. Under Section 1.10 of the Note, if, at any time prior to the full repayment or full conversion of all amounts owed under the Note, the Company or any of the Company's Subsidiaries receives cash proceeds from any source or series of related or unrelated sources on or after the issue date, including but not limited to, from payments from customers, the issuance of equity or debt, the incurrence of Indebtedness (as defined in this Note), a merchant cash advance, sale of receivables or similar transaction, the conversion of outstanding warrants of the Company or any of the Company's Subsidiaries, the issuance of securities pursuant to an Equity Line of Credit (as defined in this Note) of the Company, or the sale of assets by the Company or any of the Company's Subsidiaries, the Company shall, within one (1) business day of Company's or the Subsidiaries' receipt of such proceeds, inform the holder of or publicly disclose such receipt, following which the holder shall have the right in its sole discretion to require the Company or the Subsidiaries to immediately apply up to 20% of such proceeds to repay all or any portion of the outstanding principal amount and interest (including any Default Interest) then due under this Note. Failure of the Company to comply with this provision shall constitute an Event of Default. "Equity Line of Credit" shall mean any transaction involving a written agreement between the Company and an investor or underwriter whereby the Company has the right to "put" its common stock to the investor or underwriter over an agreed period of time and at an agreed price or price formula (such common stock must be registered pursuant to a registration statement of the Company for the investor's or underwriter's resale). Notwithstanding anything to the contrary, Section 1.10 of this Note shall not apply to the sale of non-material assets or payments from customers received by the Company, in each case in the ordinary course of business (in each case and collectively, the "Ordinary Proceeds"), or cash proceeds from "at-the-market offering" with a registered broker-dealer, whereby such registered broker-dealer is acting as principal in the purchase of common stock from the Company (the "ATM Offering"), unless such cash proceeds from the Ordinary Proceeds or ATM Offering are received on or after the date that an Event of Default under the Note occurs.

Warrants

The First Warrant is exercisable for up to 120,000 shares of Common Stock for \$3.00 per share from the date of issuance until the February 1, 2029, fifth anniversary of the Closing Date.

The Second Warrant was issued to the Selling Stockholder as a commitment fee. The Second Warrant is exercisable for up to 67,000 shares of common stock for \$2.25 per share from the date of issuance until February 20, 2029, the fifth anniversary of the Closing Date; provided, however, that the Second Warrant will be automatically canceled if the Note is fully extinguished (by repayment in cash and/or conversion into common stock) on or prior to the Maturity Date.

Cashless Exercise. The holder may exercise the Warrants by a "cashless" exercise if the Market Price is less than the exercise price then in effect and there is no effective registration statement for the resale of the shares. "Market Price" means the highest traded price of the common stock during the thirty trading days before the date of the respective exercise notice.

Stock Dividend and Stock Split Adjustments. The exercise price and number of shares of common stock issuable upon the exercise of Warrants are subject to adjustment in the event of any stock split, stock dividend, recapitalization or reorganization. Stock Dividends and Splits.

Future Issuances. If at any time the Company grants, issues, or sells any common stock, for consideration per share or convertible securities or options, other than in an Excluded Issuance (as defined in the Warrants), with a conversion or exercise price, as the case may be, less than a price (the "New Issuance Price") equal to the exercise price in effect immediately before such granting, issuance or sale or deemed granting, issuance or sale, the exercise price of the Warrants then in effect shall be reduced to an amount equal to the New Issuance Price. The exercise price and number of shares of common stock issuable upon the exercise of the Warrants are also subject to adjustment for stock splits, recapitalizations, and other events as described in the Warrants.

The Securities Purchase Agreement contained customary representations and warranties and agreements and obligations of the parties. The preceding description of the Note, First Warrant, Second Warrant, Securities Purchase Agreement, Security Agreement Rights Agreement, and Registration Rights Agreement purport to be a summary only and is qualified in its entirety by reference to the full text of such agreements, copies of which are filed as exhibits to the registration statement of which this prospectus forms a part.

The Securities Purchase Agreement contains customary representations and warranties and agreements and obligations of the parties. The proceeds of this Note financing will be used for business development and general working capital purposes. The foregoing description of the Securities Purchase Agreement, the Security Agreement, the Note, the warrants and the Registration Rights Agreement is qualified in its entirety by reference to the full text of such agreements, copies of which are filed as exhibits to the registration statement of which this prospectus forms a part.

The Company is currently listed on the Nasdaq Capital Market and is subject to the listing rules of The Nasdaq Stock Market LLC. The issuance of the Shares, the additional shares of our common stock issuable upon conversion of the Note and exercise of the Warrants, implicate certain of the Nasdaq listing standards requiring prior stockholder approval in order to maintain our listing on Nasdaq. On February 20, 2024, Joseph La Rosa, the Company's Chief Executive Officer, President and Chairman, as the majority stockholder of the Company, in accordance with Nasdaq Listing Rules 5635(b) and 5635(d), approved (i) the entry into the Securities Purchase Agreement and the transactions contemplated thereunder, including the issuance of the Note, Commitment Shares and Warrants, (ii) the issuance of shares of common stock issuable upon the full conversion of the Note, (iii) the issuance of shares of common stock issuable upon exercise of the Warrants. On February 29, 2024, the Company filed a preliminary information statement on Schedule 14C with the SEC notifying stockholders of such written consent in lieu of having a stockholders' meeting. On March 11, 2024, the Company filed a definitive preliminary statement on Schedule 14C with the SEC and commenced mailing the definitive information statement to stockholders of record as of the close of business on February 20, 2024.

April 2024 Private Placement

As we reported on a Form 8-K filed with the SEC on April 5, 2024, on April 1, 2024, we entered into a securities purchase agreement (the "Securities Purchase Agreement") with the Selling Stockholder pursuant to which we issued the Selling Stockholder a 13% OID senior secured promissory note in the face amount of \$1,316,000 (the "Note"), 50,000 shares of the Company's common stock as a commitment fee (the "Commitment Shares"), a warrant to purchase up to 150,000 shares of common stock (the "First Warrant") and a second warrant, to purchase up to 152,300 (the "Second Warrant," and

together with the April 1st First Warrant, the "April Warrants). The Company also granted the Selling Stockholder piggy-back registration rights in the Securities Purchase Agreement.

Pursuant to the Securities Purchase Agreement, until the Note is either converted or fully repaid, the Company is prohibited from effecting or entering into an agreement involving a Variable Rate Transaction, as defined in the Securities Purchase Agreement, other than pursuant to an "at-the-market" agreement with a registered broker-dealer, whereby such registered broker-dealer is acting as principal in the purchase of common stock from the Company or an Equity Line of Credit (as defined in the Note).

The Securities Purchase Agreement provided until the Company obtains shareholder approval to satisfy Nasdaq Rule 5635(e), the maximum amount of common stock issuable under the Note and Warrants was limited to no more than 19.99% of the issued and outstanding common stock of the Company as of the Closing Date. The Company had also agreed to obtain shareholder approval and file a preliminary information statement on Schedule 14C with the SEC within ten calendar days of the Closing Date and file a definitive information statement on Schedule 14C with the SEC with respect to the shareholder approval as soon as permissible. The Company also granted the Selling Stockholder a right of participation for future offerings other than already disclosed in the Company's reports filed with the SEC or pursuant to Excluded Issuance (as defined in the Securities Purchase Agreement).

The Company and its subsidiaries (collectively, the "Company Group") also entered into that a security agreement with the Selling Stockholder (the "Security Agreement") pursuant to which the Company Group granted the Selling Stockholder a security interest in certain property of the Company Group to secure the Company's obligations under the Note.

In connection with the transaction, the Company and the Selling Stockholder entered into a registration rights agreement (the "Registration Rights Agreement") pursuant to which the Company agreed to register the Commitment Shares and the shares of common stock underlying the Note and Warrants under the Securities Act pursuant to a registration statement on Form S-1 (or other appropriate form). The Company had agreed to file the registration statement with the SEC within ninety (90) calendar days from the date of the Securities Purchase Agreement, and to use its best efforts to have the registration statement declared effective by the SEC within 120 days from the date of the Securities Purchase Agreement.

Note

The purchase price of the Note was \$1,250,200 with an original issue discount of \$65,800. The principal amount of the Note bears interest at the rate of 13% per annum (on a 365-day year) and is due on the one-year anniversary date of the issuance date, or April 1, 2025. Any outstanding principal amount or interest on the Note that is not paid at maturity will bear interest at the rate of the lesser of (i) sixteen percent (16%) per annum and (ii) the maximum amount permitted by law from the due date thereof until the same is paid ("Default Interest").

Under the Note, the Company is required to make monthly amortization payments commencing August 1, 2024.

Under the Note, the holder of the Note may at any time and from time to time, subject to beneficial ownership limitations, convert the outstanding principal amount and accrued interest under the Note into shares of common stock at a conversion price of \$2.50 per share unless the Company fails to make an amortization payment under the Note or upon an Event of Default (as defined under the Note), in which case the conversion price shall be the lower of \$2.50 or the market price equal to 85% of the lowest VWAP (volume-weighted average price) on any trading day during the five (5) trading days prior to the respective conversion date. The number of shares issuable upon the conversion of the Note and the conversion price of the Note are subject to any stock dividend, stock split, stock combination, rights offerings, reclassification, or similar transaction.

Warrants

The First Warrant is exercisable for up to 150,000 shares of Common Stock for \$3.00 per share from the date of issuance until the April 1, 2029, fifth anniversary of the Closing Date.

The Second Warrant was issued to the Selling Stockholder as a commitment fee. The Second Warrant is exercisable for up to 152,300 shares of common stock for \$2.25 per share from the date of issuance until April 1, 2029, the fifth anniversary of the Closing Date; provided, however, that the Second Warrant will be automatically canceled if the Note is fully extinguished (by repayment in cash and/or conversion into common stock) on or prior to the Maturity Date.

Cashless. The holder may exercise the Warrants by a "cashless" exercise if the Market Price is less than the exercise price then in effect and there is no effective registration statement for the resale of the shares. "Market Price" means the highest traded price of the common stock during the thirty trading days before the date of the respective exercise notice.

Stock Dividend and Stock Split Adjustments. The exercise price and number of shares of common stock issuable upon the exercise of Warrants are subject to adjustment in the event of any stock split, stock dividend, recapitalization or reorganization. Stock Dividends and Splits.

Future Issuances. If at any time the Company grants, issues, or sells any common stock, for consideration per share or convertible securities or options, other than in an Excluded Issuance (as defined in the Warrants), with a conversion or exercise price, as the case may be, less than a price (the "New Issuance Price") equal to the exercise price in effect immediately before such granting, issuance or sale or deemed granting, issuance or sale, the exercise price of the Warrants then in effect shall be reduced to an amount equal to the New Issuance Price. The exercise price and number of shares of common stock issuable upon the exercise of the Warrants are also subject to adjustment for stock splits, recapitalizations, and other events as described in the Warrants.

The Securities Purchase Agreement contained customary representations and warranties and agreements and obligations of the parties. The preceding description of the Note, First Warrant, Second Warrant, Securities Purchase Agreement, Security Agreement Rights Agreement, and Registration Rights Agreement purport to be a summary only and is qualified in its entirety by reference to the full text of such agreements, copies of which are filed as exhibits to the registration statement of which this prospectus forms a part.

The Company is currently listed on the Nasdaq Capital Market and is subject to the listing rules of The Nasdaq Stock Market LLC. The issuance of the Shares, the additional shares of our common stock issuable upon conversion of the Note and exercise of the Warrants, implicate certain of the Nasdaq listing standards requiring prior stockholder approval in order to maintain our listing on Nasdaq. On April 1, 2024, Joseph La Rosa, the Company's Chief Executive Officer, President and Chairman, as the majority stockholder of the Company, in accordance with Nasdaq Listing Rules 5635(b) and 5635(d), approved (i) the entry into the Securities Purchase Agreement and the transactions contemplated thereunder, including the issuance of the Note, Commitment Shares and Warrants, (ii) the issuance of shares of common stock issuable upon the full conversion of the Note, (iii) the issuance of shares of common stock issuable upon exercise of the Warrants. On April 8, 2024, the Company filed a preliminary information statement on Schedule 14C with the SEC notifying stockholders of such written consent in lieu of having a stockholders' meeting. On April 18, 2024, the Company filed a definitive preliminary statement on Schedule 14C with the SEC and commenced mailing the definitive information statement to stockholders of record as of the close of business on April 1, 2024.

SELLING STOCKHOLDER

This prospectus relates to the possible resale from time to time by the Selling Stockholder named in the table below of any or all of the common stock that has been or may be issued by us to the Selling Stockholder as part of the Placements. We are registering the common stock pursuant to the provisions of the registration rights agreements entered into with the Selling Stockholder in order to permit such Selling Stockholder to offer its shares for resale from time to time.

The table below presents information regarding the Selling Stockholder and the common stock they may offer from time to time under this Prospectus. This table is prepared based on holdings by the Selling Stockholder as of April 24, 2024. As used in this Prospectus, the term "Selling Stockholder" includes the Selling Stockholder name in the table below, and any donees, pledgees, transferees, or other successors-in-interest selling shares received after the date of this prospectus from such Selling Stockholder as a gift, pledge, or other non-sale related transfer. The number of shares in the column "Maximum Number of common stock to be Offered Pursuant to this Prospectus" represents all of the common stock that the Selling Stockholder may offer under this prospectus. The Selling Stockholder may sell some, all or none of its shares offered by this prospectus. We do not know how long the Selling Stockholder will hold its shares before selling them, and we currently have no agreements, arrangements, or understandings with the Selling Stockholder regarding the sale of any of the shares.

Beneficial ownership is determined in accordance with Rule 13d-3(d) promulgated by the SEC under the Exchange Act and includes common stock with respect to which the Selling Stockholder has voting and investment power. Each of the Convertible Notes held by the Selling Stockholder contains a 4.99% beneficial ownership limitation, prohibiting conversion of a Convertible Note into common stock if the conversion would result in the holder being deemed to beneficially own more than 4.99% of our common stock. The first column reflects that beneficial ownership limitation. The second column does not, and it assumes that the maximum number of shares to be offered for resale pursuant to this Prospectus has been issued to each Selling Stockholder. The third and fourth columns assume the sale of all of the shares offered by the Selling Stockholder pursuant to this Prospectus.

Name of Selling Stockholder	Number of Shares Beneficially Owned Prior to Offering	Maximum Number of Shares to be Offered for Resale Pursuant to this Prospectus	Number of Shares Beneficially Owned After Offering	Percent of the Class to be Owned After Offering
Mast Hill Fund, L.P. ("Mast Hill")	739,400 ⁽¹⁾	6,950,334 ⁽²⁾	-0-	*

* Represents less than 1%.

- (1) Consists of the number of shares of common stock deemed to be beneficially owned by Mast Hill in light of the 4.99% beneficial ownership limitations in the Convertible Notes, based on 14,817,655 shares of common stock outstanding as of April 24, 2024.
- (2) Consists of (i) 2,807,017 shares issuable upon conversion of the 13% \$1,052,631.58 Convertible Note, dated February 20, 2024; (ii) 120,000 shares issuable upon exercise of a warrant, dated February 20, 2024, for \$3.00 per share exercisable from the date of issuance until the fifth anniversary of the date of issuance; (iii) 95,000 shares issuable upon exercise of a warrant, dated February 20, 2024, for \$2.25 per share exercisable from the date of issuance until the fifth anniversary of the date of issuance; (iv) 67,000 shares of common stock issued as a commitment fee on February 20, 2024; (v) 3,509,017 shares issuable upon conversion of the 13% \$1,316,000 Convertible Note, dated April 1, 2024; (vi) 150,000 shares issuable upon exercise of a warrant, dated April 1, 2024, for \$3.00 per share exercisable from the date of issuance until the fifth anniversary of the date of issuance; (vii) 50,000 shares issuable upon exercise of a warrant, dated April 1, 2024, for \$2.25 per share exercisable from the date of issuance until the fifth anniversary of the date of issuance; and (viii) 50,000 shares of common stock issued as a commitment fee.

PLAN OF DISTRIBUTION

The Selling Stockholder, including any of their pledgees, assignees and successors-in-interest may, from time to time, sell any or all of their securities covered hereby on the Nasdaq or any other stock exchange, market or trading facility on which the securities are traded or in private transactions. These sales may be at market prices prevailing at the time of sale, prices related to prevailing market prices, fixed prices or negotiated prices. The Selling Stockholder may use any one or more of the following methods when selling securities:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the securities as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- exchange distributions in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- settlements of short sales;
- transactions through broker-dealers that agree with the Selling Stockholder to sell a specified number of such securities at a stipulated price per security;
- writings or settlements of options or other hedging transactions, whether through an options exchange or otherwise;
- combinations of any such methods of sale; or
- any other methods permitted pursuant to applicable law.

Broker-dealers engaged by the Selling Stockholder may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholder (or, if any broker-dealer acts as agent for the purchaser of securities, from the purchaser) in amounts to be negotiated, but, except as set forth in a supplement to this Prospectus, in the case of an agency transaction not in excess of a customary brokerage commission in compliance with FINRA Rule 2440; and in the case of a principal transaction a markup or markdown in compliance with FINRA IM-2440.

In connection with the sale of the securities or interests therein, the Selling Stockholder may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the securities in the course of hedging the positions they assume. The Selling Stockholder may also enter into option or other transactions with broker-dealers or other financial institutions or create one or more derivative securities which require the delivery to such broker-dealer or other financial institution of securities offered by this prospectus, which securities such broker-dealer or other financial institution may resell pursuant to this Prospectus (as supplemented or amended to reflect such transaction).

The Selling Stockholder and any broker-dealers or agents that are involved in selling the securities will be deemed to be “underwriters” within the meaning of Section 2(a)(11) of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the securities purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. The Selling Stockholder have informed the Company that it does not have any written or oral agreement or understanding, directly or indirectly, with any person to distribute the securities.

The Company is required to pay certain fees and expenses incurred by the Company incident to the registration of the securities. The Company has agreed to indemnify the Selling Stockholder against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

Because the Selling Stockholder may be deemed to be an “underwriter” within the meaning of the Securities Act, they will be subject to the prospectus delivery requirements of the Securities Act including Rule 172 thereunder. In addition, any securities covered by this prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than under this prospectus. The Selling Stockholder have advised us that there is no underwriter or coordinating broker acting in connection with the proposed sale of the resale securities by the Selling Stockholder.

We have agreed to keep this prospectus effective until the earlier of (i) the date on which the securities may be resold by the Selling Stockholder without registration and without regard to any volume or manner-of-sale limitations by reason of Rule 144, without the requirement for the Company to be in compliance with the current public information under Rule 144 under the Securities Act or any other rule of similar effect, or (ii) the sale of all of the securities pursuant to this prospectus or Rule 144 under the Securities Act or any other rule of similar effect. The resale securities will be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states, the resale securities covered hereby may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Pursuant to applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the resale securities may not simultaneously engage in market making activities with respect to the common stock for the applicable restricted period, as defined in Regulation M, prior to the commencement of the distribution. In addition, the Selling Stockholder will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder, including Regulation M, which may limit the timing of purchases and sales of securities of the common stock by the Selling Stockholder or any other person. We will make copies of this prospectus available to the Selling Stockholder and have informed them of the need to deliver a copy of this prospectus to each purchaser at or prior to the time of the sale (including by compliance with Rule 172 under the Securities Act).

DESCRIPTION OF CAPITAL STOCK

General

Our authorized capital stock currently consists of 400,000,000 shares, consisting of 250,000,000 shares of common stock, par value \$0.0001 per share, and 50,000,000 shares of “blank check” preferred stock, par value \$0.0001 per share.

The following description summarizes important terms of the classes of our capital stock following the filing of our articles of incorporation. This summary does not purport to be complete and is qualified in its entirety by the provisions of our articles of incorporation and our bylaws which have been filed as exhibits to the registration statement of which this prospectus is a part.

As of the date of this prospectus, there were 14,817,655 shares of common stock and 2,000 shares of Series X Super Voting Preferred Stock issued and outstanding. Upon closing of this offering, we will have 21,767,989 shares of common stock outstanding, assuming (i) the Convertible Notes issued to the Selling Stockholder are converted into common stock, (ii) the Warrants held by the Selling Stockholder exercised for shares of common stock, and (iii) no other shares of common stock are issued by us. If less than all of the Convertible Notes or Warrants are converted into or exercised for shares of common stock, we would have less common stock outstanding after the offering.

Common Stock

Voting Rights. The holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. Under our articles of incorporation and bylaws, any corporate action to be taken by vote of stockholders other than for election of directors shall be authorized by the affirmative vote of the majority of votes cast. Directors are elected by a plurality of votes. Stockholders do not have cumulative voting rights.

Dividend Rights. Subject to preferences that may be applicable to any then-outstanding preferred stock, holders of common stock are entitled to receive ratably those dividends, if any, as may be declared from time to time by the Board of Directors out of legally available funds.

Liquidation Rights. In the event of our liquidation, dissolution or winding up, holders of common stock will be entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities and the satisfaction of any liquidation preference granted to the holders of any then-outstanding shares of preferred stock.

Other Rights. Holders of common stock have no preemptive, conversion or subscription rights and there are no redemption or sinking fund provisions applicable to the common stock. The rights, preferences and privileges of the holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock.

Preferred Stock

Our articles of incorporation authorize our Board to issue up to 50,000,000 shares of preferred stock in one or more series, to determine the designations and the powers, preferences and rights and the qualifications, limitations and restrictions thereof, including the dividend rights, conversion or exchange rights, voting rights (including the number of votes per share), redemption rights and terms, liquidation preferences, sinking fund provisions and the number of shares constituting the series. Our Board of Directors could, without stockholder approval, issue preferred stock with voting and other rights that could adversely affect the voting power and other rights of the holders of common stock and which could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from attempting to acquire, a majority of our outstanding voting stock.

Series X Super Voting Preferred Stock

On July 29, 2021, we filed an Amended and Restated Articles of Incorporation with the Secretary of State of Nevada designating 2,000 shares of the authorized preferred stock as "Series X Super Voting Preferred Stock" and issued 100% of the Super X Super Voting Preferred Stock to Mr. Joseph La Rosa, our Chief Executive Officer, President and Chairman.

The holder of our Series X Super Voting Preferred Stock is entitled to the following rights:

Voting Rights. Each share of our Series X Super Voting Preferred Stock entitles its holder to 10,000 votes per share and votes with our common stock as a single class on all matters to be voted or consented upon by the stockholders.

Conversion. The Series X Super Voting Preferred Stock is not convertible into common stock or any other securities of the Company.

Dividend Rights. The holders of our Series X Super Voting Preferred Stock are not entitled to any dividend rights or to participate in dividends paid on the Company's common stock.

Liquidation Rights. The holders of the Series X Super Voting Preferred Stock are not entitled to any liquidation preference.

Warrants and Options

As of April 24, 2024, there are seven outstanding warrants covering 659,387 shares of common stock and 15 outstanding options covering 3,605,310 shares of common stock.

Possible Anti-Takeover Effects of Nevada Law and our Articles of Incorporation and bylaws

Anti-takeover Effects of Nevada Law

Business Combinations

The "business combination" provisions of Sections 78.411 to 78.444, inclusive, of the Nevada Revised Statutes, or NRS, generally prohibit a Nevada corporation with at least 200 stockholders of record, a "resident domestic corporation," from engaging in various "combination" transactions with an "interested stockholder" unless certain conditions are met or the corporation has elected in its articles of incorporation to not be subject to these provisions. We have not elected to opt out of these provisions and if we meet the definition of resident domestic corporation, now or in the future, our company will be subject to these provisions.

A "combination" is generally defined to include (a) a merger or consolidation of the resident domestic corporation or any subsidiary of the resident domestic corporation with the interested stockholder or affiliate or associate of the interested stockholder; (b) any sale, lease, exchange, mortgage, pledge, transfer, or other disposition, in one transaction or a series of transactions, by the resident domestic corporation or any subsidiary of the resident domestic corporation to or with the interested stockholder or affiliate or associate of the interested stockholder having: (i) an aggregate market value equal to 5% or more of the aggregate market value of the assets of the resident domestic corporation, (ii) an aggregate market value equal to 5% or more of the aggregate market value of all outstanding shares of the resident domestic corporation, or (iii) 10% or more of the earning power or net income of the resident domestic corporation; (c) the issuance or transfer in one transaction or series of transactions of shares of the resident domestic corporation or any subsidiary of the resident domestic corporation having an aggregate market value equal to 5% or more of the resident domestic corporation to the interested stockholder or affiliate or associate of the interested stockholder; and (d) certain other transactions with an interested stockholder or affiliate or associate of the interested stockholder.

An "interested stockholder" is generally defined as a person who, together with affiliates and associates, owns (or within two years, did own) 10% or more of a corporation's voting stock. An "affiliate" of the interested stockholder is any person that directly or indirectly through one or more intermediaries is controlled by or is under common control with the interested stockholder. An "associate" of an interested stockholder is any (a) corporation or organization of which the interested stockholder is an officer or partner or is directly or indirectly the beneficial owner of 10% or more of any class of voting shares of such corporation or organization; (b) trust or other estate in which the interested stockholder has a substantial beneficial interest or as to which the interested stockholder serves as trustee or in a similar fiduciary capacity; or (c) relative or spouse of the interested stockholder, or any relative of the spouse of the interested stockholder, who has the same home as the interested stockholder.

If applicable, the prohibition is for a period of two years after the date of the transaction in which the person became an interested stockholder, unless the combination meets all of the requirements of the resident domestic corporation's articles of incorporation and the combination or transaction by which the person first became an interested stockholder is approved by the board of directors prior to the date the interested stockholder obtained such status; or the combination is approved by the board of directors and thereafter is approved at a meeting of the stockholders by the affirmative vote of stockholders representing at least 60% of the outstanding voting power held by disinterested stockholders. The prohibition extends beyond the expiration of the two-year period, unless the combination meets all of the requirements of the resident domestic corporation's articles of incorporation and (a) the combination or transaction by which the person first became an interested stockholder was approved by the board of directors before the person became an interested stockholder; (b) the combination is approved by the affirmative vote of a majority of the voting power held by disinterested stockholders at a meeting called for that purpose no earlier than two years after the date the person first became an interested stockholder; or (c) if the consideration to be paid to all stockholders other than the interested stockholder is, generally, at least equal to the highest of: (i) the highest price per share paid by the interested stockholder within the three years immediately preceding the date of the announcement of the combination or in the transaction in which it became an interested stockholder, whichever is higher, plus compounded interest and less dividends paid, (ii) the market value per share of common

shares on the date of announcement of the combination and the date the interested stockholder acquired the shares, whichever is higher, plus compounded interest and less dividends paid, or (iii) for holders of preferred stock, the highest liquidation value of the preferred stock, plus accrued dividends, if not included in the liquidation value. With respect to (i) and (ii) above, the interest is compounded at the rate for one-year United States Treasury obligations from time to time in effect.

The business combination provisions do not apply to a person after the expiration of four years after the person first became an interested stockholder.

Applicability of the Nevada business combination statute would discourage parties interested in taking control of our company if they cannot obtain the approval of our Board. These provisions could prohibit or delay a merger or other takeover or change in control attempt and, accordingly, may discourage attempts to acquire our company even though such a transaction may offer our stockholders the opportunity to sell their stock at a price above the prevailing market price.

Control Share Acquisitions

The "control share" provisions of Sections 78.378 to 78.3793, inclusive, of the NRS, apply to "issuing corporations" that are Nevada corporations with at least 200 or more stockholders of record, at least 100 of whom have had addresses in Nevada appearing on the stock ledger of the corporation at all times during the 90 days immediately preceding the determination date, and that conduct business directly or indirectly in Nevada, unless the corporation has elected to not be subject to these provisions.

The control share statute prohibits an acquirer of shares of an issuing corporation, under certain circumstances, from voting its shares of a corporation's stock after crossing certain ownership threshold percentages, unless the acquirer obtains approval of the target corporation's disinterested stockholders. The statute specifies three thresholds: (a) one-fifth or more but less than one-third, (b) one-third but less than a majority, and (c) a majority or more, of the outstanding voting power. Generally, once a person acquires shares in excess of any of the thresholds, those shares and any additional shares acquired within 90 days thereof become "control shares" and such control shares are deprived of the right to vote until disinterested stockholders restore the right. These provisions also provide that if control shares are accorded full voting rights and the acquiring person has acquired a majority or more of all voting power, all other stockholders who do not vote in favor of authorizing voting rights to the control shares are entitled to demand payment for the fair value of their shares in accordance with statutory procedures established for dissenters' rights.

A corporation may elect to not be governed by, or "opt out" of, the control shares provisions by making an election in its articles of incorporation or bylaws, provided that the opt-out election must be in place on the 10 day following the date an acquiring person has acquired a controlling interest, that is, crossing any of the three thresholds described above. We have not opted out of these provisions and will be subject to the control share provisions of the NRS if we meet the definition of an issuing corporation upon an acquiring person acquiring a controlling interest unless we later opt out of these provisions and the opt out is in effect on the 10 day following such occurrence.

The effect of the Nevada control share statute is that the acquiring person, and those acting in association with the acquiring person, will obtain only such voting rights in the control shares as are conferred by a resolution of the stockholders at an annual or special meeting. The Nevada control share law, if applicable, could have the effect of discouraging takeovers of our company.

Articles of Incorporation and Bylaws

Our Articles of Incorporation and bylaws contains provisions that could make it more difficult to acquire control of our Company by means of a tender offer, open market purchases, a proxy contest or otherwise. A description of these provisions is set forth below.

Preferred Stock. We believe that the availability of the "blank check" preferred stock under our Articles of Incorporation provides us with flexibility in addressing corporate issues that may arise. The Board of Directors has the power, subject to applicable law, to issue a series of preferred stock that could, depending on the terms of the series, impede the completion of a merger, tender offer or other takeover attempt that some, or a majority, of the stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then prevailing market price of the stock. Our Board of Directors may issue preferred stock with voting rights or conversion rights that, if exercised, could adversely affect the voting power of the holders of common stock.

The authorized shares of preferred stock, as well as shares of common stock, will be available for issuance without further action by our stockholders unless action is required by applicable law or the rules of any stock exchange on which our securities may be listed. Having these authorized shares available for issuance allows us to issue shares without the expense and delay of a special stockholders' meeting. We may use additional shares for a variety of purposes, including future public offerings to raise additional capital, to fund acquisitions and as employee compensation. The existence of authorized but unissued shares of common stock and preferred stock could render it more difficult or discourage an attempt to obtain control of our Company by means of a proxy contest, tender offer, merger, or otherwise. The above provisions may deter a hostile takeover or delay a change in control or management of our Company.

Election and Removal of Directors. Directors will be elected by a plurality of the voting power of the shares present in person or represented by proxy at the stockholders' meeting and entitled to vote on the election of directors. Our Articles of Incorporation does not provide for a classified Board of Directors or cumulative voting in the election of directors. Under our bylaws, subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time with or without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

Size of Board and Vacancies. The authorized number of directors of the corporation shall be fixed by the Board of Directors from time to time. Directors need not be stockholders unless so required by the Articles of Incorporation. If for any cause, the directors shall not have been elected at an annual meeting, they may be elected as soon thereafter as convenient.

Vacancies occurring on our Board of Directors for any reason and newly created directorships resulting from an increase in the authorized number of directors may be filled only by a vote of a majority of the remaining members of the Board of Directors, although less than a quorum, or by a sole remaining director, at any meeting of the Board of Directors. A directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office only until the next election of one or more directors by the stockholders.

Amendment. The Board of Directors is expressly empowered to adopt, amend or repeal our bylaws. The stockholders shall also have power to adopt, amend or repeal the bylaws of the corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the

corporation required by law or by the Articles of Incorporation, such action by stockholders shall require the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

Special Meetings of Stockholders. Special meetings of the stockholders may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer, (iii) the Board of Directors pursuant to a resolution adopted by directors representing a quorum of the Board of Directors or (iv) by the holders of shares entitled to cast not less than 33 1/3 % of the votes at the meeting, and shall be held at such place, on such date, and at such time as the Board of Directors shall fix.

Penny Stock Regulation

The SEC has adopted regulations which generally define "*penny stock*" to be any equity security that has a market price of less than Five Dollars (\$5.00) per share or an exercise price of less than Five Dollars (\$5.00) per share. Such securities are subject to rules that impose additional sales practice requirements on broker-dealers who sell them. For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchaser of such securities and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a disclosure schedule prepared by the SEC relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market. Finally, among other requirements, monthly statements must be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks. As our common stock immediately following this offering may be subject to such penny stock rules, purchasers in this offering will, in all likelihood, find it more difficult to sell their common stock shares in the secondary market.

Dividend Policy

We will not distribute cash to our common stock stockholders until the Company generates net income. We currently intend to retain future earnings, if any, to finance the expansion of our business and for general corporate purposes. We cannot assure you that we will distribute any cash in the future. Our cash distribution policy is within the discretion of our Board of Directors and will depend upon various factors, including our results of operations, financial condition, capital requirements and investment opportunities.

EXPERTS

The 2023 consolidated financial statements of La Rosa Holdings Corp. included in La Rosa Holdings Corp.'s Annual Report on Form 10-K for the years ended December 31, 2023 and 2022, have been audited by Marcum LLP, the independent registered public accounting firm for the Company, as set forth in their report thereon which includes an explanatory paragraph as to the Company's ability to continue as a going concern and is incorporated herein by reference. Such financial statements have been incorporated by reference in reliance upon the report pertaining to such financial statements of such firm given upon their authority as experts in accounting and auditing.

LEGAL MATTERS

Certain legal matters relating to the issuance of the securities offered by this prospectus will be passed upon for us by Sichenzia Ross Ference Carmel LLP, New York, New York.

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement on Form S-1 (including the exhibits, schedules and amendments thereto) with the Securities and Exchange Commission under the Securities Act with respect to the shares of our common stock offered by this prospectus. This prospectus is part of that registration statement and does not contain all the information included in the registration statement.

For further information with respect to our common stock and us, you should refer to the registration statement, its exhibits and the material incorporated by reference therein. Portions of the exhibits have been omitted as permitted by the rules and regulations of the Securities and Exchange Commission. Statements made in this prospectus as to the contents of any contract, agreement or other document referred to are not necessarily complete. In each instance, we refer you to the copy of the contracts or other documents filed as an exhibit to the registration statement, and these statements are hereby qualified in their entirety by reference to the contract or document. The registration statement may be obtained from the website that the Securities and Exchange Commission maintains at www.sec.gov. We file annual, quarterly, and current reports and other information with the Securities and Exchange Commission.

INFORMATION WE INCORPORATE BY REFERENCE

The SEC allows us to 'incorporate by reference' into this prospectus and the accompanying prospectus the information in documents we file with it. This means that we can provide you with important information by referring you to those documents. The information incorporated by reference is considered part of this prospectus and the accompanying prospectus. Any information we file later with the SEC will automatically update and supersede this information. Please note that any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus and the accompanying prospectus to the extent that a statement contained in or omitted from this prospectus or the accompanying prospectus, or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or therein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus or the accompanying prospectus.

We incorporate by reference the documents listed below and any future documents that we file with the SEC (excluding any portion of such documents that are furnished and not filed with the SEC) under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus until the offering of the securities is terminated:

- Our Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the SEC on April 16, 2024;

- Our Current Report on Form 8-K filed with the SEC [January 4, 2024](#), [February 1, 2024](#), [February 23, 2024](#), [February 26, 2024](#), [March 13, 2024](#), [March 21, 2024](#), [April 5, 2024](#), [April 17, 2024](#) and [April 19, 2024](#)
- Our Preliminary Information Statements on Schedule 14C filed with the SEC on [February 29, 2024](#) and [April 8, 2024](#)
- Our Definitive Information Statements filed on Schedule 14C filed with the SEC on [March 11, 2024](#) and [April 18, 2024](#)
- The description of our common stock, which is contained in a registration statement on Form 8-A filed with the SEC on [January 6, 2024](#), as amended on [April 27, 2023](#), under Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

We will not, however, incorporate by reference in this prospectus or the accompanying prospectus any documents or portions thereof that are not deemed “filed” with the SEC, including any information furnished pursuant to Item 2.02 or Item 7.01 of our current reports on Form 8-K unless, and except to the extent, specified in such current reports.

You can obtain any of the filings incorporated by reference into this prospectus through us or from the SEC through the SEC’s website at www.sec.gov. We will provide, at no charge, to each person, including any beneficial owner, to whom a copy of this prospectus is delivered, upon written or oral request of such person, a copy of any or all of the reports and documents referred to above which have been or may be incorporated by reference into this prospectus. Written or telephone requests should be directed to: La Rosa Holdings Corp., 1420 Celebration Boulevard, 2nd Floor, Celebration, Florida 34747, telephone number (321) 250-1799, Attention: Chief Financial Officer.

You should rely only on the information contained or incorporated by reference in this prospectus or any prospectus. We have not authorized anyone else to provide you with different or additional information. We will not make an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date of those documents.



**LA ROSA HOLDINGS CORP.
6,950,334 SHARES OF COMMON STOCK**

PRELIMINARY PROSPECTUS

, 2024

PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the expenses to be incurred in connection with the offering described in this Registration Statement. All amounts are estimates except the SEC's registration fee.

	Amount to be Paid
SEC Registration Fee	\$ 1,596
Printing expenses	\$ 10,000*
Legal fees and expenses	\$ 50,000*
Accounting fees and expenses	\$ 7,500*
Transfer agent and registrar fees	\$ 5,000*
Miscellaneous expenses	\$ 10,000*
Total	\$ 84,096*

* Estimated

Item 14. Indemnification of Directors and Officers

Pursuant to our Articles of Incorporation and bylaws, we have agreed to indemnify each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she (or a person for whom he or she is a representative) is or was a director or an officer of the Company or is or was serving at the request of the Company in any position or capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity or in any other capacity shall be indemnified and held harmless by the corporation to the fullest extent permitted by Nevada against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) incurred or suffered by such indemnitee in connection therewith; provided, however, that with respect to proceedings to enforce rights to indemnification, the Company shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation.

Insofar as indemnification for liability arising under the Securities Act be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

Item 15. Recent Sales of Unregistered Securities

On May 12, 2021, the Company issued to a consultant, Exchange Listing, LLC, warrants to purchase 40,000 shares of common stock exercisable for five years with an exercise price of \$20.00 per share, as partial compensation for services pursuant to a Capital Market Advisory Agreement. The Company and Exchange Listing, LLC amended their agreement on July 1, 2022 pursuant to which, on the Closing Date of this offering, the Company will issue to Exchange Listing, LLC 300,000 shares. The Company and Exchange Listing, LLC entered into an agreement dated July 1, 2022 pursuant to which, on the closing date of our IPO on November 12, 2023, the Company issue 100,000 shares to Exchange Listing, LLC for post-offering services.

On July 15, 2021, the Company issued to ELP Global PLLC a promissory note in the principal amount of \$40,000 (the "ELP Note") that we used for our general corporate purposes.

On July 22, 2021, the Company issued 6,000,000 shares of common stock and 2,000 shares of the Series X Super Voting Preferred Stock to Mr. La Rosa as compensation for services and the founding of the Company.

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In a private placement conducted from July 2021 through February 2022, the Company entered into Convertible Note Securities Purchase Agreements and issued convertible promissory notes in the aggregate principal amount of \$516,000 that we used to pay the expenses of our organization and reorganization and for other general corporate purposes.

On January 10, 2022, the Company issued to CGB-TRUST-1001-01/13/22 and ELG-TRUST-1004-09/01/13 equally as assignees of a consultant, Bonilla Opportunity Fund I Ltd., as compensation for its services and for the purchase price of \$120.00, a total of 120,000 shares of common stock, with anti-dilution and reverse stock split protection to permit that consultant to maintain its percentage ownership prior to and immediately after the closing of the Company's initial public offering. On July 28, 2022, the Company and Bonilla Opportunity Fund I Ltd. amended the services agreement pursuant to which the Company issued to each of two assignees of Bonilla Opportunity Fund I Ltd., CGB-TRUST-1001-01/13/22 and ELG-TRUST-1004-09/01/13, equally an additional total of 133,040 shares of common stock. Those shares were subsequently determined by the Company to have been issued erroneously and were canceled. On July 31, 2023, the Company evaluated the agreement and determined that the performance condition was satisfied and issued to CGB-TRUST-1001-01/13/22 and ELG-TRUST-1004-09/01/13 a total of 250,168 shares of common stock, which were valued at the expected IPO price of \$5 a share.

On February 15, 2022, options exercisable for 20,000 shares of common stock were granted to each director under the Company's 2022 Equity Incentive Plan and vested in full on March 17, 2023. All such issuances were exempt from the registration requirement of the Securities Act pursuant to Rule 701 thereunder.

On February 25, 2022, the Company issued to Joseph La Rosa an unsecured subordinated promissory note in the principal amount of \$100,000 that we used for our general corporate purposes.

On April 29, 2022, the Company issued to Joseph La Rosa an unsecured subordinated promissory note in the principal amount of \$100,000 that we used for our general corporate purposes.

On May 17, 2022, the Company issued to Joseph La Rosa an unsecured subordinated promissory note in the principal amount of \$50,000 that we used for our general corporate purposes. On June 29, 2022, the Company issued to Joseph La Rosa an unsecured subordinated promissory note in the principal amount of \$350,000 of which \$150,000 was funded on July 1, 2022 that we used for our general corporate purposes.

From June to November 2022, the Company issued restricted stock units representing 198,425 shares of common stock to 95 real estate agents who provide services to the Company under the Company's 2022 Equity Incentive Plan. All such issuances were exempt from the registration requirement of the Securities Act pursuant to Rule 701 thereunder.

On July 29, 2022, the Company issued to Joseph La Rosa an unsecured subordinated promissory note in the principal amount of \$70,000 that we used for our general corporate purposes.

On August 22, 2022, the Company issued to an unaffiliated private investor an unsecured subordinated promissory note in the principal amount of \$250,000 that we used for our general corporate purposes.

On October 3, 2022, the Company issued to Joseph La Rosa an unsecured subordinated promissory note in the principal amount of \$95,000 that we used for our general corporate purposes.

In private placements conducted in October 2022, the Company entered into Convertible Note Securities Purchase Agreements pursuant to which we issued two unsecured convertible promissory notes in the aggregate principal amount of \$100,000 that it used for general corporate purposes. Prior to the maturity date, the convertible promissory notes will convert the outstanding principal and accrued interest automatically into shares of the Company's common stock on the date of the closing of this Offering at a price per share equal to the product of the public offering price of the common stock multiplied by 0.80.

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On November 14, 2022, the Company and Emmis Capital, an affiliate of Exchange Listing, LLC, entered into the Securities Purchase Agreement and Senior Secured Promissory Note in the principal amount of \$277,778 that we used for our general corporate purposes. In connection with the Securities Purchase Agreement, the Company also granted to Emmis Capital, among other things, upon the repayment of the loan, a grant of 30,000 shares of our common stock and warrants exercisable for 50,000 shares of our common stock that: (i) have a term of 60 months; (ii) have full ratchet anti-dilution protection provisions; (iii) are exercisable for a number of shares of our common stock equal to the number of shares that would be issued upon full conversion of the Senior Secured Promissory Note issued to Emmis; and (iv) have an exercise price equal to the lower of: (A) \$5.00 per share, or (B) the price per share of any subsequent offering undertaken by the Company. The loan matured on May 14, 2023. The Company and Emmis Capital agreed to extend the maturity date of the loan to the earlier of the date when the common stock is listed on Nasdaq, or July 31, 2023.

On December 2, 2022, the Company and Joseph La Rosa, the Company's CEO, entered into the Securities Purchase Agreement and Senior Secured Promissory Note in the principal amount of \$491,530 that we used for our general corporate purposes. In connection with the Securities Purchase Agreement, the Company also granted to Mr. La Rosa, among other things, upon the repayment of the loan, a grant of 60,000 shares of our common stock and warrants exercisable for 50,000 shares of our common stock that: (i) have a term of 60 months; (ii) have full ratchet anti-dilution protection provisions; (iii) are exercisable for a number of shares of our common stock equal to the number of shares that would be issued upon full conversion of the Senior Secured Promissory Note issued to Emmis; and (iv) have an exercise price equal to the lower of: (A) \$5.00 per share, or (B) the price per share of any subsequent offering undertaken by the Company.

From February 2023 through August 2023, we issued 1,523 shares of our Series A Preferred Stock to 77 accredited sophisticated investors in a private placement pursuant to Regulation D under the Securities Act. Upon the closing date of our IPO on November 12, 2023, the 1,523 shares of the Series A Preferred Stock converted 435,113 shares of common stock.

From March 2023 through May 2023, we exchanged, in a private placement under Sections 3(a)(9) and 4(a)(2) of the Securities Act, certain promissory notes and convertible promissory notes, including those owed to Joseph La Rosa, our founder and Chief Executive Officer, representing an aggregate amount of principal and accrued interest of \$1,923,468 for 1,912 shares of our Series A Preferred Stock at an exchange rate of \$1,000.00 per share, which shares of the Series A Preferred Stock will automatically convert into 546,278 shares of our common stock upon the closing of this Offering (based on an offering price of \$5.00 per share in this offering).

On January 10, 2022, the Company issued to CGB-TRUST-1001-01/13/22 and ELG-TRUST-1004-09/01/13 equally as assignees of a consultant, Bonilla Opportunity Fund I Ltd., as compensation for its services and for the purchase price of \$120.00, a total of 120,000 shares of common stock, with anti-dilution and reverse stock split protection to permit that consultant to maintain its percentage ownership prior to and immediately after the closing of the Company's initial public offering. On July 28, 2022, the Company and Bonilla Opportunity Fund I Ltd. amended the services agreement pursuant to which the Company issued to each of two assignees of Bonilla Opportunity Fund I Ltd., CGB-TRUST-1001-01/13/22 and ELG-TRUST-1004-09/01/13, equally an additional total of 133,040 shares of common stock. Those shares were subsequently determined by the Company to have been issued erroneously and were canceled. On July 31, 2023, the Company evaluated the agreement and determined that the performance condition was satisfied and issued to CGB-TRUST-1001-01/13/22 and ELG-TRUST-1004-09/01/13 a total of 250,168 shares of common stock, which were valued at the expected IPO price of \$5 a share.

On February 15, 2022, stock options to purchase 20,000 shares of common stock were granted to each independent director of the Board under the Company's 2022 Equity Incentive Plan and vested in full on March 17, 2023. The grant was exempt from the registration requirement of the Securities Act pursuant to Rule 701 thereunder. Such stock options were subsequently registered pursuant to the registration statement on Form S-8 (Reg. No. 333-275118) filed with the SEC on October 20, 2023.

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On February 1, 2023, the Company granted 2,813 restricted stock units to Alex Santos, its Chief Technology Officer, pursuant to the terms of his employment agreement and the Company's 2022 Equity Incentive Plan. The grant was exempt from the registration requirement of the Securities Act pursuant to Rule 701 thereunder. Such equity award was subsequently registered pursuant to the registration statement on Form S-8 (Reg. No. 333-275118) filed with the SEC on October 20, 2023.

On August 28, 2023, in accordance with the terms of the Senior Secured Promissory Note that was issued to Emmis Capital II, LLC ("Emmis Capital") and repaid by the Company in 2022, the Company issued 30,000 shares of common stock valued at \$5 per share to Emmis Capital. Such shares were subsequently registered pursuant to the registration statement on the Form S-1 (Reg. No. 333-264372) declared effective by the SEC on October 4, 2023.

From February 2023 through August 2023, we issued 1,523 shares of our Series A Preferred Stock to 77 accredited sophisticated investors in a private placement pursuant to Regulation D under the Securities Act, which automatically converted into 435,113 shares of our common stock upon the closing of the IPO.

From March 2023 through May 2023, we exchanged, in a private placement under Sections 3(a)(9) and 4(a)(2) of the Securities Act, certain promissory notes and convertible promissory notes, including those owed to Joseph La Rosa, our founder and Chief Executive Officer, representing an aggregate amount of principal and accrued interest of \$1,923,468 for 1,912 shares of our Series A Preferred Stock at an exchange rate of \$1,000.00 per share, which shares of the Series A Preferred Stock automatically converted into 546,278 shares of our common stock upon the closing of the IPO. A total of 600,250 shares of common stock issued pursuant to the Series A Preferred Stock automatic conversions were subsequently registered pursuant to the registration statement on the Form S-1 (Reg. No. 333-264372) declared effective by the SEC on October 4, 2023, and remained 381,426 shares of common stock remained unregistered.

On October 12, 2023, in connection with the closing of the IPO, the Company issued 60,000 shares of unregistered, restricted common stock to the Company's CEO, Joseph La Rosa, with a value of \$5.00 per share, in accordance with the debt agreement the Company executed on December 2, 2022.

On October 12, 2023, the Company issued a total of 1,319,120 shares of its common stock to Joseph La Rosa, the Chief Executive Officer of the Company, and Kent Metzroth, the Chief Financial Officer of the Company, as a compensation for the services rendered pursuant to their employment agreements with the Company.

On October 12, 2023, upon the repayment of a note payable to one of the Company's lenders, the Company issued 5,000 shares of unregistered, restricted common stock with a value of \$5.00 per share in accordance with the debt agreement.

On October 12, 2023, the Company issued 6,566 shares of unregistered, restricted common stock pursuant to conversion of outstanding debt in accordance with the debt agreements.

On October 12, 2023, the Company issued to Carmel, Milazzo & Feil LLP; Exchange Listing, LLC; and Crescendo Communications, LLC a total of 514,794 shares of common stock in exchange for amounts payable for services rendered to the Company in connection with the Company's IPO.

On October 13, 2023, the Company issued 125,000 shares of restricted common stock to an investor relations services provider pursuant to the consulting agreement between the Company and such provider.

On October 13, 2023, the Company issued an aggregate 324,998 unregistered shares of the Company's common stock to the selling stockholder of Nona Legacy Powered by Lake Nona Realty, Inc. (formerly known as La Rosa Realty Lake Nona, Inc.), a Florida corporation and a franchisee of the Company ("Nona Legacy"), in connection with the Company's acquisition of 51% of the outstanding common stock of Nona Legacy from the selling stockholder pursuant to a Securities Purchase Agreement, dated January 6, 2022 and amended on September 15, 2022, by and among the Company, Lake Nona and the selling stockholder.

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On October 16, 2023, the Company issued an aggregate of 513,626 unregistered shares of the Company's common stock to the selling member of Horeb Kissimmee Realty LLC, a Florida limited liability company and a franchisee of the Company ("Kissimmee Realty"), in connection with the Company's acquisition of 100% of the membership interests of Kissimmee Realty from the selling member pursuant to a Securities Purchase Agreement, dated September 15, 2022, by and among the Company, Kissimmee Realty and the selling member.

On December 12, 2023, the Company issued 714,286 unregistered shares of the Company's common stock to the selling member of La Rosa Realty CW Properties, LLC ("CWP") in connection with the Company's acquisition of 100% of the membership interests of CWP from the selling member pursuant to a Securities Purchase Agreement, dated December 12, 2023, by and among the Company, CWP and the selling member.

On December 13, 2023, the Company issued 259,023 unregistered shares of the Company's common stock to the selling member of La Rosa Realty Premier, LLC, a Florida limited liability company ("Premier"), a franchisee of the Company, in connection with the Company's acquisition of a 51% membership interest in Premier from the selling member pursuant to a Securities Purchase Agreement, dated December 13, 2023, by and among the Company, Premier and the selling member.

On December 18, 2023, the Company issued 100,000 shares of restricted common stock to a service provider pursuant to that certain media advertising agreement between the Company and such provider.

On December 20, 2023, the Company issued 415,506 unregistered shares of the Company's common stock to the selling members of La Rosa Realty Orlando, LLC, a Florida limited liability company and a franchisee of the Company ("Orlando"), in connection with the Company's acquisition of a 51% membership interest in Orlando from the selling members pursuant to a Securities Purchase Agreement, dated December 20, 2023, by and among the Company, Orlando and the selling members.

On December 28, 2023, Company issued an aggregate of 522,675 unregistered shares of the Company's common stock to the selling member of La Rosa Realty North Florida, LLC, a Florida limited liability company and a franchisee of the Company ("North Florida"), in connection with the Company's acquisition of 100% of the membership interests in North Florida pursuant to a Securities Purchase Agreement, dated December 28, 2023 by and among the Company, North Florida and the selling member.

On February 20, 2024, the Company issued an accredited investor (i) 67,000 unregistered shares of common stock, (ii) a five year warrant to purchase 120,000 shares of common stock for \$3.00 per share and (iii) a five year warrant to purchase 95,000 shares of common stock for \$2.25 per share in connection with the investor's purchase of a 13% OID secured promissory note in the face amount of \$1,052,631.58 for purchase price of \$1,000,000, pursuant to a securities purchase agreement, dated February 20, 2024, between the Company and the investor.

On February 20, 2024, the Company issued a warrant pursuant to a tail arrangement with a registered broker-dealer. The warrant is exercisable for up to 21,053 shares of common stock for \$1.50, subject to adjustment for stock splits, reorganizations, recapitalizations, and dividends, from the date of issuance until the fifth anniversary date of the date of issuance.

On February 21, 2024, the Company issued 268,858 unregistered shares of the Company's common stock to the selling members of La Rosa Realty Winter Garden LLC, a Florida limited liability company and a franchisee of the Company ("Winter Garden"), in connection with the Company's acquisition of 100% of the membership interests of Winter Garden from the selling members pursuant to a purchase agreement, dated February 21, 2024, by and among the Company, Winter Garden and the selling members.

On March 7, 2024, the Company issued 276,178 unregistered shares of the Company's common stock to the selling members La Rosa Realty Georgia LLC, a Georgia limited liability company and a franchisee of the Company ("Realty Georgia"), in connection with the Company's acquisition of 100% of Realty Georgia from the selling members pursuant to a purchase agreement, dated March 7, 2024, by and among the Company, Realty Georgia and the selling members.

On March 13, 2024, the Company issued 225,000 unregistered shares of the Company's common stock to a consultant of the Company as consideration for services rendered in connection with an extension of a consulting agreement, dated September 20, 2023, as amended on February 6, 2024.

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On March 15, 2024, the Company issued 1,387 unregistered shares of the Company's common stock to the selling stockholder of La Rosa Realty

California, a California corporation and a franchisee of the Company ("Realty California"), in connection with the Company's acquisition of 1% of issued and outstanding shares of Realty California from the selling stockholder pursuant to a purchase agreement, dated March 15, 2024, by and among the Company, Realty California and the selling stockholder.

On April 1, 2024, the Company issued an accredited investor (i) 50,000 unregistered shares of common stock, (ii) a five year warrant to purchase 150,000 shares of common stock for \$3.00 per share and (iii) a five year warrant to purchase 152,300 shares of common stock for \$2.25 per share in connection with the investor's purchase of a 13% OID secured promissory note in the face amount of \$1,316,000 for purchase price of \$1,250,200, pursuant to a securities purchase agreement, dated April 1, 2024, between the Company and the investor.

On April 18, 2024, the Company issued 514,939 unregistered shares of common stock to the selling member of La Rosa Realty Lakeland LLC, a Florida Georgia limited liability company and a franchisee of the Company ("Realty Lakeland"), in connection with the Company's acquisition of a 51% membership interest in Realty Lakeland from the selling member pursuant to a purchase agreement, dated April 18, 2024, by and among the Company, Realty Lakeland and the selling member.

Unless otherwise noted, the securities above were issued pursuant to the registration requirements of the Securities Act provided by Section 4(a)(2) and/or Rule 506 of Regulation D promulgated under the Securities Act, in light of the fact that none of the issuances involved a public offering of securities and no solicitation or advertisements for such securities were made by any party.

Item 16. Exhibit and Financial Statement Schedules

(a) Exhibits.

The exhibit index attached hereto is incorporated herein by reference.

(b) Financial Statement Schedules.

Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.

Item 17. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the U.S. Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to any charter provision, by law or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(7) The undersigned registrant hereby undertakes that:

(i) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective; and

(ii) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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EXHIBIT INDEX

Exhibit No.	Description
2.1	Reorganization Agreement And Plan of Share Exchange dated July 22, 2021 by and among La Rosa Holdings Corp., La Rosa Coaching, LLC, La Rosa CRE, LLC, La Rosa Franchising, LLC, La Rosa Property Management, LLC, and La Rosa Realty, LLC. (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
3.1	Articles of Incorporation of La Rosa Holdings Corp. (incorporated by reference to Exhibit 3.1 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
3.2	Amended and Restated Articles of Incorporation of La Rosa Holdings Corp. (incorporated by reference to Exhibit 3.2 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
3.3	Bylaws of La Rosa Holdings Corp. (incorporated by reference to Exhibit 3.3 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
3.4	Certificate of Amendment to Articles of Incorporation for 3.5 for 1 reverse stock split (incorporated by reference to Exhibit 3.4 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).
3.5	Certificate of Correction of Certificate of Amendment to Articles of Incorporation for 10 for 1 reverse stock split (incorporated by reference to Exhibit 3.5 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).
3.6	Certificate Of Designations, Preferences And Rights Of Series A Convertible Preferred Stock (incorporated by reference to Exhibit 3.6 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).
3.7	Certificate of Amendment to Articles of Incorporation for 2 for 1 forward stock split (incorporated by reference to Exhibit 3.7 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).
4.1	Form of Common Stock certificate (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
4.2	Warrant issued to Exchange Listing, LLC (incorporated by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
4.3	Form Of Certificate For Series A Convertible Preferred Stock (incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).
4.4	Representative Warrant dated as of October 12, 2023, issued by the Company to Alexander Capital L.P. (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed with the SEC as of October 13, 2023).
4.5	Form of 13% OID Senior Secured Promissory Note (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed with the SEC as of April 5, 2024).
4.6	Form of First Warrant (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K filed with the SEC as of April 5, 2024).
4.7	Form of Second Warrant (incorporated by reference to Exhibit 4.3 of the Company's Form 8-K filed with the SEC as of April 5, 2024).
4.8	Description of Registrant's Securities (incorporated by reference to Exhibit 4.8 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
4.9	Common Stock Purchase Warrant dated February 20, 2024 issued to Alexander Capital L.P. (incorporated by reference to Exhibit 4.9 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
5.1*	Legal Opinion of Sichenzia Ross Ference Carmel LLP
10.1#	2022 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
10.2#	Form of Stock Option Agreement (incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
10.3#	Employment Agreement by and between La Rosa Holdings Corp. and Alex Santos, dated January 10, 2022 (incorporated by reference to Exhibit 10.3 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).

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10.4#	Form of Employment Agreement by and between La Rosa Holdings Corp. and Joseph La Rosa dated November 1, 2021 (incorporated by reference to Exhibit 10.4 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
10.5#	Director Agreement by and between La Rosa Holdings Corp. and Thomas Stringer (incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
10.6#	Director Agreement by and between La Rosa Holdings Corp. and Jodi R. White (incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
10.7#	Director Agreement by and between La Rosa Holdings Corp. and Michael La Rosa (incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
10.8#	Director Agreement by and between La Rosa Holdings Corp. and Ned L. Siegel (incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).

10.9	<u>Form of Convertible Note Purchase Agreement (incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.10	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Rodney and Jennifer Bosley dated August 18, 2021 (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.11	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Capital Pro LLC dated July 22, 2021 (incorporated by reference to Exhibit 10.12 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.12	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Andres L. Hebra dated July 22, 2021 (incorporated by reference to Exhibit 10.13 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.13	<u>Convertible Promissory Note by La Rosa Holdings Corp. to ROI Funding LLC dated July 22, 2021 (incorporated by reference to Exhibit 10.14 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.14	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Nadia Tattrie dated August 27, 2021 (incorporated by reference to Exhibit 10.15 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.15	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Sonia Fuentes-Blanco dated September 14, 2021 (incorporated by reference to Exhibit 10.16 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.16	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Patricia Jacome dated August 16, 2021 (incorporated by reference to Exhibit 10.17 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.17	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Reyex Consulting, LLC dated October 12, 2021 (incorporated by reference to Exhibit 10.18 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.18	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Anderson Correa dated October 11, 2021 (incorporated by reference to Exhibit 10.19 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.19	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Katherine Lemieux dated October 15, 2021 (incorporated by reference to Exhibit 10.20 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.20	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Luz Josanny Colon dated September 28, 2021 (incorporated by reference to Exhibit 10.21 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>

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10.21	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Junior A. Morales Barreto dated October 15, 2021 (incorporated by reference to Exhibit 10.22 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.22	<u>Promissory Note by La Rosa Holdings Corp. to ELP Global, PLLC dated July 15, 2021 (incorporated by reference to Exhibit 10.23 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.23	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Michael Kerns dated October 15, 2021 (incorporated by reference to Exhibit 10.24 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.24	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Seana Abdelmajid dated October 20, 2021 (incorporated by reference to Exhibit 10.25 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.25	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Milton Ocasio LLC dated September 28, 2021 (incorporated by reference to Exhibit 10.26 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.26	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Gihan Awad dated October 12, 2021 (incorporated by reference to Exhibit 10.27 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.27	<u>Franchise disclosure document of La Rosa Franchising, LLC dated March 2, 2020, and template Franchise Agreement (incorporated by reference to Exhibit 10.28 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.28	<u>Capital Market Advisory Agreement by and between La Rosa Realty Corp. and Exchange Listing, LLC dated May 12, 2021 (incorporated by reference to Exhibit 10.29 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.29	<u>Lease Agreement by and between Crosscreek Village Station LLC and La Rosa Realty, LLC dated August 2, 2018, for office space located at Crosscreek Village shopping center, St. Cloud Florida (incorporated by reference to Exhibit 10.30 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.30	<u>Lease Agreement by and between LJR Partners LLC and La Rosa Realty, LLC dated May 28, 2021, for office space located at 377-381 N. Krome Avenue, Homestead, Florida (incorporated by reference to Exhibit 10.31 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.31	<u>Lease Agreement by and between Baez-Pavon Ins Group LLC and La Rosa Realty, LLC dated November 16, 2021, for office space located at 3388 Magic Oak LN, Sarasota, Florida (incorporated by reference to Exhibit 10.32 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.32	<u>Amendment to Capital Market Advisory Agreement dated December 16, 2021 (incorporated by reference to Exhibit 10.33 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.33	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Norkis Fernandez dated October 15, 2021 (incorporated by reference to Exhibit 10.34 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.34	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Shakyra Cortez dated December 13, 2021 (incorporated by reference to Exhibit 10.35 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.35	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Randy Vasquez dated December 18, 2021 (incorporated by reference to Exhibit 10.36 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.36	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Victor Cruz dated January 7, 2022 (incorporated by reference to Exhibit 10.37 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>

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10.37	<u>(Consulting) Agreement dated January 10, 2022 between La Rosa Holdings Corp. and Bonilla Opportunity Fund I Ltd. (incorporated by reference to Exhibit 10.45 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.38	<u>Stock Purchase Agreement dated as of January 10, 2022 between Bonilla Opportunity Fund I Ltd. and La Rosa Holdings Corp. (incorporated by reference to Exhibit 10.46 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.39	<u>Renewal Note due April 30, 2022 by La Rosa Realty Corp. to ELP Global PLLC dated March 10, 2022 (incorporated by reference to Exhibit 10.47 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.40	<u>Agent Incentive Plan (incorporated by reference to Exhibit 10.48 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.41	<u>Note due December 31, 2021 by La Rosa Realty Corp. and ELP Global PLLC dated July 15, 2021 (incorporated by reference to Exhibit 10.50 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>

10.42	<u>Unsecured Subordinated Promissory Note between La Rosa Holdings Corp. and Joseph La Rosa dated February 25, 2022 (incorporated by reference to Exhibit 10.51 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.43	<u>Amendment dated April 14, 2022 to the Promissory Note by La Rosa Holdings Corp. to ELP Global, PLLC dated July 15, 2021 (incorporated by reference to Exhibit 10.54 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.44	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Peter Lopez dated February 22, 2022 (incorporated by reference to Exhibit 10.55 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 19, 2022).</u>
10.45	<u>Amendment No. 1 to La Rosa Holdings Corp. 2022 Agent Incentive Plan dated April 26, 2022 (incorporated by reference to Exhibit 10.56 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.46#	<u>Form of Amended Employment Agreement by and between La Rosa Holdings Corp. and Joseph La Rosa dated April 29, 2022 (incorporated by reference to Exhibit 10.57 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.47	<u>Unsecured Subordinated Promissory Note between La Rosa Holdings Corp. and Joseph La Rosa dated April 29, 2022 (incorporated by reference to Exhibit 10.58 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.48	<u>Unsecured Subordinated Promissory Note between La Rosa Holdings Corp. and Joseph La Rosa dated May 17, 2022 (incorporated by reference to Exhibit 10.59 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).</u>
10.49	<u>Unsecured Subordinated Promissory Note between La Rosa Holdings Corp. and Joseph La Rosa dated June 29, 2022 (incorporated by reference to Exhibit 10.63 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>
10.50	<u>Amendment to Capital Market Advisory Agreement by and between La Rosa Holdings Corp. and Exchange Listing, LLC dated July 1, 2022 (incorporated by reference to Exhibit 10.65 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>
10.51	<u>Amendment to (Consulting) Agreement by and between La Rosa Holdings Corp. and Bonilla Opportunity Fund I Ltd. dated July 20, 2022 (incorporated by reference to Exhibit 10.66 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>
10.52#	<u>Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.67 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>

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10.53#	<u>Form of Amendment to Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.68 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>
10.54	<u>Form of Extension Agreement to Note Purchase Agreement (incorporated by reference to Exhibit 10.69 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>
10.55	<u>Form of Debt Exchange Agreement (incorporated by reference to Exhibit 10.70 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of August 3, 2022).</u>
10.56	<u>Unsecured Subordinated Promissory Note between La Rosa Holdings Corp. and Joseph La Rosa dated July 28, 2022 (incorporated by reference to Exhibit 10.71 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of October 12, 2022).</u>
10.57	<u>Amendment dated August 22, 2022 to the Promissory Note by La Rosa Holdings Corp. to ELP Global, PLLC dated July 15, 2021 (incorporated by reference to Exhibit 10.57 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.58	<u>Capital Market Advisory Agreement by and between La Rosa Realty Corp. and Exchange Listing, LLC dated July 1, 2022 (incorporated by reference to Exhibit 10.73 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of October 12, 2022).</u>
10.59	<u>Unsecured Subordinated Promissory Note No. A-1 between La Rosa Holdings Corp. and Gina Salerno dated August 22, 2022 (incorporated by reference to Exhibit 10.74 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of October 12, 2022).</u>
10.60	<u>Unsecured Subordinated Promissory Note between La Rosa Holdings Corp. and Joseph La Rosa dated October 3, 2022 (incorporated by reference to Exhibit 10.81 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of October 12, 2022).</u>
10.61	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Gemma and Whitfield Pressinger dated October 5, 2022 (incorporated by reference to Exhibit 10.83 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.62	<u>Convertible Promissory Note by La Rosa Holdings Corp. to Misael Ortega dated October 7, 2022 (incorporated by reference to Exhibit 10.84 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.63#	<u>Form of Employment Agreement by and between La Rosa Holdings Corp. and Kent Metzroth dated November 1, 2022 (incorporated by reference to Exhibit 10.85 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.64	<u>Amendment No. 1 dated October 28, 2022 to the Unsecured Subordinated Promissory Notes by La Rosa Holdings Corp. to Joseph La Rosa dated February 25, 2022, dated April 29, 2022, dated May 17, 2022, dated June 29, 2022, dated July 28, 2022, dated October 3, 2022, (incorporated by reference to Exhibit 10.86 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.65	<u>Amendment dated October 30, 2022 to the Promissory Note by La Rosa Holdings Corp. to ELP Global, PLLC dated July 15, 2021 (incorporated by reference to Exhibit 10.87 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.66	<u>Form of Extension Agreement dated October 25, 2022 to a Note Purchase Agreement (incorporated by reference to Exhibit 10.88 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>

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10.67	<u>Form of Second Extension Agreement October 25, 2022 to a Note Purchase Agreement (incorporated by reference to Exhibit 10.89 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.68	<u>Securities Purchase Agreement by and between La Rosa Holdings Corp. and Named Investors dated November 14, 2022 (incorporated by reference to Exhibit 10.90 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>

10.69	<u>Senior Secured Convertible Promissory Note by and between La Rosa Holdings Corp. and Emmis Capital II, LLC dated November 14, 2022 (incorporated by reference to Exhibit 10.91 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.70	<u>Pledge and Security Agreement by and between La Rosa Holdings Corp. and Emmis Capital II, LLC dated November 14, 2022 (incorporated by reference to Exhibit 10.92 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.71	<u>Common Share Purchase Warrant by and between La Rosa Holdings Corp. and Emmis Capital II, LLC dated November 14, 2022 (incorporated by reference to Exhibit 10.93 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.72#	<u>Amendment No. 1 dated November 14, 2022 to the Employment Agreement between La Rosa Holdings Corp. and Kent Metzroth dated November 1, 2022 (incorporated by reference to Exhibit 10.94 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of December 14, 2022).</u>
10.73	<u>Convertible Original Issue Discount Promissory Note by and between La Rosa Holdings Corp. and Joseph La Rosa dated December 2, 2022 (incorporated by reference to Exhibit 10.95 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of January 6, 2023).</u>
10.74	<u>Common Stock Purchase Warrant by and between La Rosa Holdings Corp. and Joseph La Rosa dated December 2, 2022. (incorporated by reference to Exhibit 10.96 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of January 6, 2023).</u>
10.75	<u>Form of Debt Exchange Agreement (incorporated by reference to Exhibit 10.97 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).</u>
10.76	<u>Amendment No. 2 dated February 16, 2023 to Unsecured Subordinated Promissory Note No. A-1 between La Rosa Holdings Corp. and Gina Salerno dated August 22, 2022 (incorporated by reference to Exhibit 10.99 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).</u>
10.77	<u>Form of Series A Preferred Stock Purchase Agreement (incorporated by reference to Exhibit 10.100 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).</u>
10.78	<u>Debt Exchange Agreement between La Rosa Holdings Corp. and Joseph La Rosa dated March 27, 2023 (incorporated by reference to Exhibit 10.101 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of April 26, 2023).</u>
10.79	<u>Share vesting, cancelation and reissuance agreement by and between La Rosa Holdings Corp., Bonilla Opportunity Fund I, LTD, CGB-TRUST-1001-01/13/22 and ELG Trust 1004-09/01/13, dated December 8, 2022 (incorporated by reference to Exhibit 10.102 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of May 19, 2023).</u>
10.80#	<u>Amendment dated May 17, 2023 to the Employment Agreement between La Rosa Holdings Corp. and Kent Metzroth dated November 1, 2022 (incorporated by reference to Exhibit 10.103 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of May 19, 2023).</u>

10.81#	<u>Amendment dated May 17, 2023 to the Amended and Restated Employment Agreement between La Rosa Holdings Corp. and Joseph LaRosa dated April 29, 2022 (incorporated by reference to Exhibit 10.104 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of May 19, 2023).</u>
10.82	<u>Amendment No. 1 dated May 18, 2023 to the Share Vesting, Cancelation and Reissuance Agreement between La Rosa Holdings Corp., Bonilla Opportunity Fund I, LTD, CGB-TRUST-1001-01/13/22 and ELG Trust 1004-09/01/13 dated December 8, 2022. (incorporated by reference to Exhibit 10.105 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of May 19, 2023).</u>
10.83	<u>Amendment No. 2 dated June 8, 2023 to the Share Vesting, Cancelation and Reissuance Agreement between La Rosa Holdings Corp., Bonilla Opportunity Fund I, LTD, CGB-TRUST-1001-01/13/22 and ELG Trust 1004-09/01/13 dated December 8, 2022 (incorporated by reference to Exhibit 10.106 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 21, 2023).</u>
10.84	<u>Extension agreement between Emmis Capital II, LLC and La Rosa Holdings Corp. dated June 21, 2023 (incorporated by reference to Exhibit 10.107 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 21, 2023).</u>
10.85	<u>Lease Extension Agreement between La Rosa Realty, LLC and LJR Partners, LLC dated May 10, 2023 (incorporated by reference to Exhibit 10.108 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of July 14, 2023).</u>
10.86	<u>Amendment No. 3 dated July 12, 2023 to Unsecured Subordinated Promissory Note No. A-1 between La Rosa Holdings Corp. and Gina Salerno dated August 22, 2022 (incorporated by reference to Exhibit 10.109 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of July 14, 2023).</u>
10.87	<u>Amendment No. 4 dated August 25, 2023 to Unsecured Subordinated Promissory Note No. A-1 between La Rosa Holdings Corp. and Gina Salerno dated August 22, 2022 (incorporated by reference to Exhibit 10.110 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of September 1, 2023).</u>
10.88	<u>Standard Merchant Cash Advance Agreement between La Rosa Holdings Corp. and Cedar Advance LLC dated July 3, 2023 (incorporated by reference to Exhibit 10.111 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of September 1, 2023).</u>
10.89#	<u>Amendment dated August 14, 2023 to the Employment Agreement between La Rosa Holdings Corp. and Kent Metzroth dated November 1, 2022 (incorporated by reference to Exhibit 10.112 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of September 1, 2023).</u>
10.90	<u>Stock Purchase Agreement dated as of January 6, 2022 by and among La Rosa Holdings Corp. and Norkis Fernandez and La Rosa Realty Lake Nona, Inc. (incorporated by reference to Exhibit 10.40 of the Company's Form S-1 (File No. 333-264372) filed with the SEC as of September 12, 2023).</u>
10.91	<u>Amendment dated September 15, 2022 to Stock Purchase Agreement dated January 6, 2022 by and among La Rosa Holdings Corp. and La Rosa Realty Lake Nona, Inc. (incorporated by reference to Exhibit 10.75 of the Company's Form S-1 (File No. 333-264372) filed with the SEC as of September 12, 2023).</u>
10.92	<u>Membership Interest Purchase Agreement dated as of December 21, 2021 by and among La Rosa Holdings Corp. and Maria Flores-Garcia and Horeb Kissimmee Realty LLC (incorporated by reference to Exhibit 10.43 of the Company's Form S-1 (File No. 333-264372) filed with the SEC as of September 12, 2023).</u>
10.93	<u>Amendment dated September 15, 2022 to Membership Interest Purchase Agreement dated December 21, 2021 by and among La Rosa Holdings Corp. and Horeb Kissimmee Realty, LLC (incorporated by reference to Exhibit 10.78 of the Company's S-1 (File No. 333-264372) filed with the SEC as of September 12, 2023).</u>

10.94#	<u>Amendment No. 2 dated December 7, 2023 to Amended and Restated Employment Agreement between La Rosa Holdings Corp. and Joseph La Rosa dated April 29, 2022 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of December 8, 2023).</u>
10.95	<u>Membership Interest Purchase Agreement dated as of December 12, 2023 by and among La Rosa Holdings Corp., La Rosa Realty CW Properties, LLC and the CWP Selling Member. (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of December 18, 2023).</u>
10.96	<u>Membership Interest Purchase Agreement dated as of December 13, 2023 by and among La Rosa Holdings Corp., La Rosa Realty Premier, LLC and the Premier Selling Member. (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of December 18, 2023).</u>
10.97	<u>Form of a Leak-Out Agreement (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed with the SEC as of December 18, 2023).</u>
10.98	<u>Membership Interest Purchase Agreement dated as of December 20, 2023 by and among La Rosa Holdings Corp., La Rosa Realty Orlando, LLC and the Selling Members (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of December 27, 2023).</u>
10.99	<u>Form of a Leak-Out Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of December 27, 2023).</u>
10.100	<u>Form of membership Interest Purchase Agreement dated as of December 28, 2023 by and among La Rosa Holdings Corp., La Rosa Realty North Florida, LLC and the Selling Member (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of January 4, 2024).</u>
10.101	<u>Form of a Leak-Out Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of January 4, 2024).</u>
10.102#	<u>Employment agreement between Deana La Rosa and La Rosa Holdings Corp. dated January 31, 2024 (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of February 1, 2024).</u>
10.103#	<u>Amendment dated February 1, 2024 to the employment agreement between Kent Metzroth and La Rosa Holdings Corp. dated November 1, 2022 (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of February 1, 2024).</u>
10.104	<u>Membership Interest Purchase Agreement dated as of February 21, 2024 by and among La Rosa Holdings Corp., La Rosa Realty Winter Garden LLC and the Selling Members (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of February 23, 2024).</u>
10.105	<u>Form of a Leak-Out Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of February 23, 2024).</u>
10.106	<u>Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of February 26, 2024).</u>
10.107	<u>Form of Security Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of February 26, 2024).</u>
10.108	<u>Form of Senior Secured Promissory Note (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed with the SEC as of February 26, 2024).</u>
10.109	<u>Form of First Warrant (incorporated by reference to Exhibit 10.4 of the Company's Form 8-K filed with the SEC as of February 26, 2024).</u>
10.110	<u>Form of Second Warrant (incorporated by reference to Exhibit 10.5 of the Company's Form 8-K filed with the SEC as of February 26, 2024).</u>
10.111	<u>Form of Registration Rights Agreement (incorporated by reference to Exhibit 10.6 of the Company's Form 8-K filed with the SEC as of February 26, 2024).</u>
10.112	<u>Membership Interest Purchase Agreement dated as of March 7, 2024 by and among La Rosa Holdings Corp., La Rosa Realty Georgia LLC and the Selling Members (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of March 13, 2024).</u>

10.113	<u>Form of a Leak-Out Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of March 13, 2024).</u>
10.114	<u>Amended and Restated La Rosa Holdings Corp. 2022 Agent Incentive Plan (incorporated by reference to Exhibit 10.114 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.115	<u>Form of Stock Purchase Agreement dated as of March 15, 2024 by and among La Rosa Holdings Corp., La Rosa Realty California and the Selling Stockholder (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of March 21, 2024).</u>
10.116	<u>Form of a Leak-Out Agreement (incorporated by reference to Exhibit 10.2 of the Company's Form 8-K filed with the SEC as of March 21, 2024).</u>
10.117	<u>Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of April 5, 2024).</u>
10.118	<u>Form of Registration Rights Agreement (incorporated by reference to Exhibit 10.3 of the Company's Form 8-K filed with the SEC as of April 5, 2024).</u>
10.119	<u>Form of Securities Purchase Agreement (incorporated by reference to Exhibit 10.1 of the Company's Form 8-K filed with the SEC as of April 5, 2024).</u>
10.120	<u>Form of Commercial Lease Agreement by and between Hayward Area Historical Society and Yeimalis Acevedo-Rasmussen dated November 4, 2021, for office space located at: 22392 Foothill Blvd., Hayward CA 94541(incorporated by reference to Exhibit 10.120 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.121	<u>Form of Lease Agreement by and Between 1146 Vision Holdings LLC and La Rosa Realty LLC dated July 1, 2023, for office space located at: 1420 Celebration Blvd, Suite 101, 103, Celebration, FL 34747 (incorporated by reference to Exhibit 10.121 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.122	<u>Form of Lease Agreement by and between G&L Mast LLC and La Rosa Realty LLC dated February 8, 2024, for office space located at: 3407 Magic Oak Lane, Sarasota, Florida (incorporated by reference to Exhibit 10.122 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.123	<u>Form of Office Lease Agreement by and between TGC MS Phase I North LLC and La Rosa Realty Group LLC dated February 21, 2019, for office space located at: 15500 New Barn Road, Miami Lakes, Miami-Dade County, Florida 33014 (incorporated by reference to Exhibit 10.123 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.124	<u>Form of Lease Agreement by and between La Rosa Realty Georgia LLC and American Capital Properties, LLC, dated April 2, 2024, for office space located at: 3483 Satellite Blvd, Suite 115 South, Duluth, Gwinnett County, Georgia 30096 (incorporated by reference to Exhibit 10.124 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.125	<u>Form of Commercial Lease Agreement by and between Holder Investments, Inc. and La Rosa Realty, LLC, dated March 1, 2024, for office spaces located at: 1165 E Plant St., Unit 8, Winter Garden, Florida 34787 (incorporated by reference to Exhibit 10.125 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>
10.126	<u>Form of Retail Lease Agreement by and between SGO Osceola village, LLC and La Rosa Realty, LLC dated July 13, 2016, for office space located at: 3032 Dyer Blvd., Kissimmee, Florida 34741 (incorporated by reference to Exhibit 10.126 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).</u>

10.127	Form of Assignment, Assumption and Consent Agreement by and among La Rosa Realty, LLC, Horeb Kissimmee Realty LLC, and SGO Osceola Village, LLC dated November 30, 202, for office space located at: 3032 Dyer Blvd., Kissimmee, Florida 34741 (incorporated by reference to Exhibit 10.127 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.128	Form of Commercial Lease Agreement by and between La Rosa Realty Kissimmee and Horeb Legacy Investments LLC, dated December 1, 2022, for office space located at: 3040 Loopdale Lane, Kissimmee, Florida 34741(incorporated by reference to Exhibit 10.128 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.129	Form of Lease Agreement by and between Baymeadows Properties LLC and La Rosa Realty North Florida LLC dated October 1, 2020, for office space located at: 9250 Baymeadows Road, Jacksonville, Florida 32256 (incorporated by reference to Exhibit 10.129 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.130	Form of Lease Agreement by and between Epiphany Property Holdings, LLC and La Rosa Realty/the Executive Group, Inc., dated August 29, 2022, for office space located at: 1805 W. Colonial Dr., Unit C-1, Orlando, Florida 32804 (incorporated by reference to Exhibit 10.130 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).

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10.131	Form of Office Lease Agreement by and between Daia Group LLC, La Rosa Realty Georgia, LLC and Coldwell Banker Commercial Metro Brokers, dated April 6, 2021, for office space located at: 5855 Medlock Bridge Parkway, Suite 100, Alpharetta, Georgia 30022 (incorporated by reference to Exhibit 10.131 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.132	Form of Shopping Center Lease Agreement by and between Deno P. Dikeou and La Rosa Realty, LLC, dated September 9, 2016 with seven addenda, for office space located at: 626 N. Alafaya Trail, #297, Orlando, Florida 32828 (incorporated by reference to Exhibit 10.132 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.133	Form of Commercial Sublease Agreement by and between La Rosa Realty Georgia and Carmen Delgado, dated January 1, 2024, for office space located at: 175 John W. Morrow Jr. Pkwy, Gainesville, Georgia 30501 (incorporated by reference to Exhibit 10.133 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.134	Form of Commercial Net Lease for Part of Building by and between Baez-Pavon Insurance Group LLC and La Rosa Realty LLC dated January 1, 2023, for office space located at: 3388 Magic Oak Lane, Sarasota, Florida 34232 (incorporated by reference to Exhibit 10.134 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.135	Form of Lease Agreement by and between La Rosa Realty, LLC and Narcoossee Acquisitions, LLC, dated March 22, 2017, for office space located at: 8236 Lee Vista Blvd, Suite D, Orlando, Florida 32829 (incorporated by reference to Exhibit 10.135 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.136	Form of First Amendment to Lease Agreement by and between La Rosa Realty, LLC and Narcoossee Acquisitions, LLC, dated April 1, 2017, for office space located at: 8236 Lee Vista Blvd, Suite D, Orlando, Florida 32829 (incorporated by reference to Exhibit 10.136 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.137	Form of Lease Agreement by and between the Executive Group and WCDO, LLC, dated March 10, 2014, with addenda, for office space located at: 1805 W. Colonial Dr., Unit B-1 Orlando, Florida 32804 (incorporated by reference to Exhibit 10.137 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.138	Form of Amendment to Lease by and between Epiphany Property Holdings, LLC, and the Executive Group, Inc., dated June 18, 2021, for office space located at: 1805 W. Colonial Dr., Unit B-1, Orlando, Florida 32804 (incorporated by reference to Exhibit 10.138 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.139	Form of Amendment to Lease by and between Epiphany Property Holdings, LLC, and the Executive Group, Inc., dated June 18, 2021, for office space located at: 1805 W. Colonial Dr., Unit B-2, Orlando, Florida 32804 (incorporated by reference to Exhibit 10.139 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
10.140	Renewal letter dated March 14, 2022 to the Lease Agreement by and between La Rosa Realty, LLC and Narcoossee Acquisitions, LLC, dated March 22, 2017, for office space located at: 8236 Lee Vista Blvd, Suite D, Orlando, Florida 32829 (incorporated by reference to Exhibit 10.140 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
14.1	Code of Business Conduct and Ethics (incorporated by reference to Exhibit 14.1 of the Company's Registration Statement on Form S-1 (File No. 333-264372) filed with the SEC as of June 14, 2022).
19.1	Insider Trading Policy of La Rosa Holdings Corp.(incorporated by reference to Exhibit 19.1 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
21.1*	List of subsidiaries
23.1*	Consent of Marcum LLP
23.2*	Consent of Sichenzia Ross Ference Carmel LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on Signature Page)
97.1	Clawback Policy (incorporated by reference to Exhibit 97.1 of the Company's Annual Report on Form 10-K filed with the SEC on April 16, 2024).
107*	Fee table

* Filed herewith

Management contracts or compensatory plans, contracts or arrangements.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Celebration, State of Florida on the 24th day of April 2024.

LA ROSA HOLDINGS CORP.

By: /s/ Joseph La Rosa
Joseph La Rosa
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph La Rosa or Kent Metzroth his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the

premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Joseph La Rosa</u> Joseph La Rosa	Founder, President, Chief Executive Officer, and Director (Principal Executive Officer)	April 24, 2024
<u>/s/ Kent Metzroth</u> Kent Metzroth	Chief Financial Officer (Chief Financial and Accounting Officer)	April 24, 2024
<u>/s/ Michael A. La Rosa</u> Michael A. La Rosa	Director	April 24, 2024
<u>/s/ Ned L. Siegel</u> Ned L. Siegel	Director	April 24, 2024
<u>/s/ Lourdes Felix</u> Lourdes Felix	Director	April 24, 2024
<u>/s/ Jodi R. White</u> Jodi R. White	Director	April 24, 2024



April 24, 2024

La Rosa Holdings Corp.
1420 Celebration Blvd., 2nd Floor
Celebration, Florida 34747

Re: Registration of Shares

Ladies and Gentlemen:

We refer to the Company's Registration Statement on Form S-1 under the Securities Act of 1933, (the "Registration Statement"), filed by the Company with the Securities and Exchange Commission on April 24, 2024 (as it may be amended, the "Registration Statement"). The Registration Statement relates to the registration of up to 6,950,334 shares of the Company's common stock, \$0.0001 par value per share (the "Common Stock") that has been or may be issued by the Company to the Selling Stockholder listed in the Registration Statement (the "Resale Shares").

We understand that the Shares are to be offered and sold in the manner set forth in the Prospectus. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K in connection with the Registration Statement.

We have acted as your counsel in connection with the preparation of the Registration Statement. We are familiar with the proceedings taken by the Board of Directors of the Company (the "Board") in connection with the authorization, issuance and sale of the Shares. We have examined all such documents as we considered necessary to enable us to render this opinion, including, but not limited to: (i) the Registration Statement, (ii) that certain Securities Purchase Agreement, dated February 20, 2024, between the Company and the Selling Stockholder (the "February Securities Purchase Agreement"); (iii) that certain Securities Purchase Agreement, dated April 1, 2024, between the Company (together with the February Securities Purchase Agreement, the "Securities Purchase Agreements"); (iv) the Convertible Notes issued by the Company to the Selling Stockholder pursuant to the Securities Purchase Agreements (the "Notes"); (v) the warrants issued by the Company to the Selling Stockholder pursuant to the Securities Purchase Agreements (the "Warrants"); (vi) the Company's articles of incorporation, as amended to date, (vii) the Company's bylaws, as amended to date, (viii) certain resolutions of the Board, and (ix) such other corporate records and instruments, and such laws and regulations as we have deemed necessary for purposes of rendering the opinions set forth herein.

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In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed, photostatic or facsimile copies, the authenticity of all documents submitted to us as certified, conformed, photostatic or facsimile copies and the authenticity of the originals of such certified, conformed, photostatic or facsimile copies. In addition, we have assumed that the Shares will be offered in the manner and on the terms identified or referred to in the Prospectus. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon our examination mentioned above, and relying on the statements of fact contained in the documents that we have examined, we are of the following opinions:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Nevada.
2. As to the Resale Shares, (i) the 6,316,034 shares of Common Stock issuable upon conversion of the Notes, when issued by the Company in accordance with the terms of the Notes in the manner described in the Registration Statement, will be validly issued, fully paid and non-assessable; (ii) the 517,300 shares of Common Stock issuable upon exercise of the Warrants, when issued by the Company and delivered by the Company against payment therefor as provided in the Warrants in the manner described in the Registration Statement, will be validly issued, fully paid and non-assessable; and (iii) the 117,000 shares of Common Stock previously issued to the Selling Stockholder in the Placements as commitment fees for entering into the Securities Purchase Agreements are validly issued, fully paid and non-assessable.

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the State of New York and Chapter 78 of the Nevada Revised Statutes.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof. We hereby consent to the filing of this opinion as a part of the Registration Statement and to the reference of our firm under the caption "Legal Matters" in the Prospectus. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Sichenzia Ross FERENCE Carmel LLP
Sichenzia Ross FERENCE Carmel LLP

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List of Subsidiaries of La Rosa Holdings Corp.

1. La Rosa Realty, LLC
2. La Rosa Coaching, LLC
3. La Rosa CRE, LLC
4. La Rosa Franchising, LLC
5. La Rosa Property Management, LLC
6. La Rosa Realty Premier, LLC
7. La Rosa Realty CW Properties, LLC
8. La Rosa Realty North Florida, LLC
9. La Rosa Realty Orlando, LLC
10. Nona Legacy Powered By La Rosa Realty, Inc. (formerly, La Rosa Realty Lake Nona Inc.)
11. Horeb Kissimmee Realty, LLC
12. La Rosa Realty Winter Garden, LLC
13. La Rosa Realty Texas, LLC
14. La Rosa Realty Georgia, LLC
15. La Rosa Realty California
16. La Rosa Realty Lakeland LLC

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of La Rosa Holdings Corp. and Subsidiaries on Form S-1 of our report dated April 16, 2024, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of La Rosa Holdings Corp. and Subsidiaries as of December 31, 2023 and 2022 and for each of the two years in the period ended December 31, 2023 appearing in the Annual Report on Form 10-K of La Rosa Holdings Corp. and Subsidiaries for the year ended December 31, 2023. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Marcum LLP

Marcum LLP
New York, NY
April 24, 2024

Calculation of Filing Fee Tables

Form S-1
(Form Type)

LA ROSA HOLDINGS CORP.
(Exact Name of Registrant as Specified in its Charter)

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Share (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share	457(c)	6,950,334	\$ 1.555	\$10,807,769.37	0.00014760	\$ 1,595.23
Total Offering Amounts						\$10,807,769.37		\$ 1,595.23
Total Fees Previously Paid								\$ 0
Total Fee Offsets								\$ 0
Net Fee Due								\$ 1,595.23

(1) Pursuant to Rule 416 under the Securities Act, there is also being registered hereby such indeterminate number of additional shares of common stock as may be issued or issuable because of stock splits, stock dividends stock distributions, and similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended. The proposed maximum offering price per share and proposed maximum aggregate offering price are based upon the average of the high \$1.61 and low \$1.50 sale prices of our common stock on April 23, 2024, as reported on The Nasdaq Capital Market.