Surna Inc.
Form 424B3
September 16, 2010

Pursuant to Rule 424(b) (3)
SEC File No. 333-164578

Prospectus

SURNA INC.
Shares of Common Stock
750,000 minimum - 1,500,000 Maximum

Before this offering, there has been no public market for the common stock and after this offering there will be no public market for the common stock.

This offering will begin on the effective date of this registration statement. That date is set forth below as "The date of this prospectus is August 26, 2010 and will terminate 270 days later on May 23, 2011, or the date the maximum number of shares are sold, which ever date is earlier.

We are offering up to a total of 1,500,000 shares of common stock in a direct public offering, without any involvement of underwriters or broker-dealers, 750,000 shares minimum, 1,500,000 shares maximum. The offering price is $0.10 per share. Funds from this offering will be placed in a separate bank account with the Hongkong and Shanghai Banking Corporation Limited (HSBC) Main Branch, 1 Queen's Road Central, Hong Kong. There is no escrow, trust or similar account in which your subscription will be deposited. The bank account is merely a separate interest bearing multi-currency savings account under our control where we have segregated your funds. As a result, creditors could attach the funds. Richard Clarke and Cherry Lim, two of our officers and directors, will have access to the account. You will not have the right to withdraw your funds during the offering. You will only receive your funds back if we do not raise the minimum amount of the offering within 270 days. The funds will be maintained in the separate bank until we receive a minimum of $75,000 at which time we will remove those funds and use the same as set forth in the Use of Proceeds section of this prospectus. In the event that 750,000 shares are not sold within 270 days, all money received by us will be promptly, returned to you without interest and without deduction of any kind. We will return your funds to you in the form a cashier's check sent by courier service on the 271st day. Sold securities are deemed securities which have been paid for with collected funds prior to expiration of 270 days. Collected funds are deemed funds that have been paid by the drawee bank. The Hongkong and Shanghai Banking Corporation Limited (HSBC) will determine if the securities have been paid for with collected funds prior to the expiration of 270 days from the date of this prospectus.

There is no minimum purchase requirements for each investor.

Our common stock will be sold by Richard Clarke, T. C. Tan and Cherry Ping-Wai Lim, our officers and directors.

Investing in our common stock involves risks. See "Risk Factors" starting at page 6.

	Offering Price	Expenses	Proceeds to Us
Per Share – Minimum	$ 0.10	$ 0.04	$ 0.06
Per Share – Maximum	$ 0.10	$ 0.02	$ 0.08
Minimum	$ 75,000	$ 30,000	$ 45,000
Maximum	$ 150,000	$ 30,000	$ 120,000

The difference between the aggregate offering price and the proceeds to us is $30,000. The $30,000 will be paid to unaffiliated third parties for expenses connected with this offering. The $30,000 will be paid from the first proceeds of this offering.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. It is illegal to tell you otherwise.

The date of this prospectus is August 26, 2010.

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SUMMARY OF OUR OFFERING

Our business

We are a start-up stage company. We are a company without revenues or operations; we have minimal assets and have incurred losses since inception. We are developing software products and associated websites (www.surna.com and www.surna.org) that will be used to promote our presence in the business community. Our business focuses on providing software and statistical consulting services to enterprises seeking to better manage and exploit information contained in their databases and enhance their position in the market place.

As a part of this we plan to develop software and commercial applications that will deal with "Complex Event Processing" (or CEP). CEP is an information analysis technique that helps discover information that can be inferred by analyzing and correlating aspects of many other pieces of information or events. The focus of our initial software development will be on enhance existing publically available Open-Source Software applications for CEP, specifically through our surna.org website. After this we plan to develop commercial software applications and related consulting services through out surna.com website.

We have not generated any revenues and the only operations we have engaged in is the development of a business plan, planning our website and preliminary work on the development of our software applications.

Our principal executive office is located at 2nd Floor, 1901 Avenue of the Stars, Los Angeles, California 90067. Our telephone number is 213-985-1939 and our registered agent for service of process is the National Registered Agents Inc. of NV, located at 1000 East William Street, Suite 204, Carson City, Nevada 89701. Our fiscal year end is November 30.

The offering

Following is a brief summary of this offering:

Securities being offered	750,000 shares of common stock minimum, 1,500,000 shares of common stock, maximum, par value $0.00001.
Offering price per share	$ 0.10
Offering period	The shares are being offered for a period not to exceed 270 days.
Net proceeds to us	$45,000 assuming the minimum number of shares is sold. $120,000 assuming the maximum number of shares is sold.
Use of proceeds	We will use the proceeds to pay for administrative expenses, the implementation of our business plan, and working capital.
Number of shares outstanding before the offering	15,000,000
Number of shares outstanding after the offering if the maximum number of shares are sold	16,500,000

Selected financial data

The following financial information summarizes the more complete historical financial information at the end of this prospectus.

	As of May 31, 2010 Unaudited		As of November 30, 2009 Audited	
Balance Sheet				
Total Assets	$	3,874	$	0
Total Liabilities	$	13,200	$	0
Stockholders Equity - (Deficit)	$	(9,326)	$	0

	For the Period Ended May 31, 2010		From Inception On October 15, 2009 through the year Ended November 30, 2009	
Income Statement				
Revenue	$	0	$	0
Total Expenses	$	3,282	$	15,000
Net Income - (Loss)	$	(3,282)	$	(15,000)

Blank Check Issue

We are not a blank check corporation. Section 7(b)(3) of the Securities Act of 1933, as amended defines the term "blank check company" to mean, any development stage company that is issuing a penny stock that, "(A) has no specific plan or purpose, or (B) has indicated that its business plan is to merge with an unidentified company or companies." We have a specific plan and purpose. Our business purpose and our specific plan is to provide business and statistical consulting services to enterprises seeking to enhance their position in the market place. In Securities Act Release No. 6932 which adopted rules relating to blank check offerings, the Securities and Exchange Commission stated in II DISCUSSION OF THE RULES, A. Scope of Rule 419, that, "Rule 419 does not apply to . . . start-up companies with specific business plans . . . even if operations have not commenced at the time of the offering." Further, we have not indicated in any manner whatsoever, that we plan to merge with an unidentified company or companies, nor do we have any plans to merge with an unidentified company or companies.

We have no plans or intentions to be acquired or to merge with an operating company, nor do our shareholders, have plans to enter into a change of control or similar transaction or to change our management.

RISK FACTORS

Please consider the following risk factors before deciding to invest in our common stock.

Risks associated with SURNA INC.

1. Because our auditors have issued a going concern opinion and because our officers and directors will not loan any additional money to us, we have to complete this offering to commence operations. If we do not complete this offering, we will not start our operations.

Our auditors have issued a going concern opinion. This means that there is doubt that we will be an ongoing business for the next twelve months. As of the date of this prospectus, we have not commenced operations. Because our officers and directors are unwilling to loan or advance any additional capital to us, except to prepare and file reports with the SEC, we will have to complete this offering in order to commence operations.

2. We lack an operating history and have losses that we expect to continue into the future. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, we may suspend or cease operations.

We were incorporated on October 15, 2009 and we have not started our proposed business operations or realized any revenues. We have no operating history upon which an evaluation of our future success or failure can be made. Our net loss since inception is $24,326 which was paid for legal fees. Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

* completion of this offering
* our ability to locate distributors who will sell their products to us
* our ability to attract customers who will buy our services and products
* our ability to generate revenues through the sale of our services and products

Based upon current plans, we expect to incur operating losses in future periods because we will be incurring expenses and not generating revenues. We cannot guarantee that we will be successful in generating revenues in the future. Failure to generate revenues will cause us to suspend or cease operations.

3. We have no customers and we cannot guarantee we will ever have any. Even if we obtain customers, there is no assurance that we will make a profit.

We have no customers. We have not identified any customers and we cannot guarantee we ever will have any. Even if we obtain customers, there is no guarantee that we will be able to locate our customers who will buy our products. If we are unable to attract enough suppliers to offer their products for resale to us to offer our customers, or enough customers to buy the products from us and our website to operate profitably we will have to suspend or cease operations.

4. We are solely dependent upon the funds to be raised in this offering to start our business, the proceeds of which may be insufficient to achieve revenues. We may need to obtain additional financing which may not be available to us.

We need the proceeds from this offering to start our operations. If the minimum of $75,000 is raised, this amount will enable us, after paying the expenses of this offering, to begin operations. It will also enable us to initiate development on our website, begin the gathering of information for our database and initiate the development of our marketing program. We may need additional funds to complete further development of our business plan to achieve a sustainable sales level where ongoing operations can be funded out of revenues. There is no assurance that any additional financing will be available or if available, on terms that will be acceptable to us.

5. Because we are small and do not have much capital, we must limit our services to customers. As a result, we may not be able to attract enough customers to operate profitably. If we do not make a profit, we may have to suspend or cease operations.

Because we are small and do not have much capital, we must limit our products services. The sale of our products and services via our website is how we will initially generate revenues. Because we will be limiting our marketing activities, we may not be able to attract enough customers to buy or suppliers to sell products to operate profitably. If we cannot operate profitably, we may have to suspend or cease operations.

6. Because our officers and directors will only be devoting limited time to our operations, our operations may be sporadic which may result in periodic interruptions or suspensions of operations. This activity could prevent us from attracting customers and result in a lack of revenues that may cause us to suspend or cease operations.

Our officers and directors will only be devoting limited time to our operations. They will each be devoting approximately 15 hours per week of their time to our operations. Because our officers and directors will only be devoting limited time to our operations, our operations may be sporadic and occur at times which are convenient to them. As a result, operations may be periodically interrupted or suspended which could result in a lack of revenues and a possible cessation of operations.

7. Because our management does not have prior experience in the marketing of products or services via the Internet, we may have to hire individuals or suspend or cease operations.

Because our management does not have prior experience in the marketing of products or services via the Internet, we may have to hire additional experienced personnel to assist us with our operations. If we need the additional experienced personnel and we do not hire them, we could fail in our plan of operations and have to suspend operations or cease operations entirely.

8. Because our management does not have prior experience in developing complex event processing software, commercial applications, or in providing statistical consulting services, we may have to hire individuals or suspend or cease operations.

Because our management does not have prior experience in developing complex event processing software, commercial applications, or in providing statistical consulting services, we may have to hire additional experienced personnel to assist us with our operations. If we need the additional experienced personnel and we do not hire them, we could fail in our plan of operations and have to suspend operations or cease operations entirely.

9. Because our officers and directors have limited formal training or experience in financial accounting and management, there may not be effective disclosure and accounting controls to comply with applicable laws and regulations which could result in fines, penalties and assessments against us.

Our officers and directors have limited formal training or experience in financial accounting and management, however, they responsible for our managerial and organizational structure which will include preparation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. While T.C. Tan, our principal financial officer has limited formal training in financial accounting matters and no previous experience with U.S. companies or U.S. Generally Accepted Accounting Principals, he has been preparing the financial statements that have been audited and reviewed by our auditors and included in this prospectus. When the disclosure and accounting controls referred to above are implemented, he will be responsible for the administration of them. Should he not have sufficient experience, he may be incapable of creating and implementing the controls. Lack of proper controls could cause our financial statements to be inaccurate which will give us an incorrect view of our financial condition and mislead us into believing our operations are being conducted correctly. As a result, investors will be misled about our financial condition and the quality of our operations. This inaccurate reporting could cause us to be subject to sanctions and fines by the SEC which ultimately could cause you to lose your investment, however, because of the small size of our expected operations, we believe that he will be able to monitor the controls he will have created and will be accurate in assembling and providing information to investors.

10. Because we do not have an escrow or trust account for your subscription, if we file for bankruptcy protection or are forced into bankruptcy, or a creditor obtains a judgment against us and attaches the subscription, or one of our officers and directors misappropriate the funds for their own use, you will lose your investment.

Your funds will not be placed in an escrow or trust account. Accordingly, if we file for bankruptcy protection or a petition for involuntary bankruptcy is filed by creditors against us, your funds will become part of the bankruptcy estate and administered according to the bankruptcy laws. If a creditor sues us and obtains a judgment against us, the creditor could garnish the bank account and take possession of the subscriptions. As such, it is possible that a creditor could attach your subscription which could preclude or delay the return of money to you. Further, our officers and directors will have the power to appropriate the money we raise. As such, they could withdraw the funds without your knowledge for their own use. If that happens, you will lose your investment and your funds will be used to pay creditors.

11. A permanent loss of data or a permanent loss of service on the Internet will have an adverse affect on our operations and will cause to cease doing business.

Our operations depend on the Internet and Internet based services from third-party vendors. If we permanently lose data or permanently lose Internet service for any reason, be it technical failure or criminal acts, we will have to cease operations and you will lose your investment.

Risks associated with this offering:

12. Because our Directors, who are also our sole promoters, will own more than 50% of the outstanding shares after this offering, they will retain control of us and be able to decide who will be directors and you may not be able to elect any directors which could decrease the price and marketability of the shares.

Even if we sell all 1,500,000 shares of common stock in this offering, our officers and directors will still own 15,000,000 shares of common stock and will continue to control us. As a result, after completion of this offering, regardless of the number of shares we sell, our current officers and directors will be able to elect all of our directors and control our operations, which could decrease the price and marketability of the shares.

13. Because there is no public trading market for our common stock, you may not be able to resell your stock.

There is currently no public trading market for our common stock. Therefore there is no central place, such as stock exchange or electronic trading system, to resell your shares. If you do want to resell your shares, you will have to locate a buyer and negotiate your own sale.

14. Because the SEC imposes additional sales practice requirements on brokers who deal in our shares that are penny stocks, some brokers may be unwilling to trade them. This means that you may have difficulty reselling your shares and this may cause the price of the shares to decline.

Our shares would be classified as penny stocks and are covered by Section 15(g) of the Securities Exchange Act of 1934 and the rules promulgated thereunder which impose additional sales practice requirements on brokers/dealers who sell our securities in this offering or in the aftermarket. For sales of our securities, the broker/dealer must make a special suitability determination and receive from you a written agreement prior to making a sale for you. Because of the imposition of the foregoing additional sales practices, it is possible that brokers will not want to make a market in our shares. This could prevent you from reselling your shares and may cause the price of the shares to decline.

USE OF PROCEEDS

Our offering is being made on a self-underwritten $75,000 minimum, $150,000 maximum basis. The table below sets forth the use of proceeds if $75,000, $100,000, or $150,000 of the offering is sold.

	$75,000		$100,000		$150,000	
Gross proceeds	$	75,000	$	100,000	$	150,000
Offering expenses	$	30,000	$	30,000	$	30,000
Net proceeds	$	45,000	$	70,000	$	120,000

The net proceeds will be used as follows:

Website development	$	5,000	$	7,500	$	10,000
Product Development	$	5,000	$	12,500	$	20,000
Marketing and advertising	$	15,000	$	25,000	$	35,000
Establishing an office	$	10,000	$	10,000	$	10,000
Salaries	$	0	$	12,500	$	25,000
Working capital	$	10,000	$	2,500	$	20,000

Total offering expenses to be paid from the proceeds of the offering are $25,000 for legal fees; $200 for printing our prospectus; $4,500 for accounting/administrative fees; $500 for state securities registration fees; $200 for our transfer agent; and $10.70 for our SEC filing fee. The foregoing are approximations.

We will be able to begin operations with the minimum funds described above. By raising additional amounts, we will have the ability to create more software products with more features; a better data base and better software tools that will allow us to analyze the data more completely and in more ways; increase marketing and advertising; add one or two additional employees; and provide for additional working capital.

We will spend between $5,000 and $10,000 for the preparation of our website which includes the cost of content creation and links to and from our website. We have spent nominal time designing the website. We intend to retain the services of a website developer to create the website.

We will be developing software to implement our business operations. The estimated cost to develop the software is $5,000 to $20,000.

Marketing and advertising will be focused on promoting products to the public. We also intend to print sales material for distribution in newspapers. The cost of developing the campaign is estimated to cost between $15,000 to $35,000.

We have leased office space at a monthly minimum rate of $125. We will use $10,000 of the proceeds of this offering to cover the cost of the office space and develop and maintain the website and software tools. The $10,000 will pay for computer equipment, leased computer processing time, telecommunications and other assets as required to maintain the operations.

If we raise at least $100,000, we intend to pay small salaries to our officers and principal contract software engineers. In addition, subject to raising the maximum amount, we intend to hire one or two sales employees to handle Internet and direct transactions with our customers.

Working capital is the cost related to operating our office. It is comprised of expenses for rent, telephone service, mail, stationary, accounting, acquisition of office equipment and supplies, expenses of filing reports with the SEC, travel, and general working capital.

DETERMINATION OF OFFERING PRICE

The price of the shares we are offering was arbitrarily determined in order for us to raise up to a total of $150,000 in this offering. The offering price bears no relationship whatsoever to our assets, earnings, book value or other criteria of value. Among the factors considered were:

* our lack of operating history
* the proceeds to be raised by the offering
* the amount of capital to be contributed by purchasers in this offering in proportion to the amount of stock to be retained by our existing stockholders, and
* our relative cash requirements.

DILUTION OF THE PRICE YOU PAY FOR YOUR SHARES

Dilution represents the difference between the offering price and the net tangible book value per share immediately after completion of this offering. Net tangible book value is the amount that results from subtracting total liabilities and intangible assets from total assets. Dilution arises mainly as a result of our arbitrary determination of the offering price of the shares being offered. Dilution of the value of the shares you purchase is also a result of the lower book value of the shares held by our existing stockholders.

As of May 31, 2010, the net tangible book value of our shares of common stock was a deficit of ($0.00) or approximately ($0.00) per share based upon 15,000,000 shares outstanding.

If the Maximum Number of Shares Are Sold:

Upon completion of this offering, in the event the maximum number of shares are sold, the net tangible book value of the 16,500,000 shares to be outstanding will be $120,000 or approximately $0.00727 per share. The net tangible book value of the shares held by our existing stockholders will be increased by $0.00727 per share without any additional investment on their part. You will incur an immediate dilution from $0.10 per share to $0.00727 per share.

After completion of this offering, if 1,500,000 shares are sold, you will own approximately 9.09% of the total number of shares then outstanding for which you will have made a cash investment of $150,000, or $0.10 per share. Our existing stockholders will own approximately 90.91% of the total number of shares then outstanding, for which they have made contributions of cash totaling $15,000 or approximately $0.001 per share.

If 1,125,000 Shares Are Sold:

Upon completion of this offering, in the event the maximum number of shares are sold, the net tangible book value of the 16,125,000 shares to be outstanding will be $82,500 or approximately $0.00512 per share. The net tangible book value of the shares held by our existing stockholders will be increased by $0.00512 per share without any additional investment on their part. You will incur an immediate dilution from $0.10 per share to $0.00512 per share.

After completion of this offering, if 1,125,000 shares are sold, you will own approximately 6.98% of the total number of shares then outstanding for which you will have made a cash investment of $112,500, or $0.10 per share. Our existing stockholders will own approximately 93.02% of the total number of shares then outstanding, for which they have made contributions of cash totaling $15,000 or approximately $0.001 per share.

If the Minimum Number of Shares Are Sold:

Upon completion of this offering, in the event the maximum number of shares are sold, the net tangible book value of the 15,750,000 shares to be outstanding will be $45,000 or approximately $0.00286 per share. The net tangible book value of the shares held by our existing stockholders will be increased by $0.00286 per share without any additional investment on their part. You will incur an immediate dilution from $0.10 per share to $0.00286 per share.

After completion of this offering, if 1,500,000 shares are sold, you will own approximately 4.76% of the total number of shares then outstanding for which you will have made a cash investment of $75,000, or $0.10 per share. Our existing stockholders will own approximately 95.24% of the total number of shares then outstanding, for which they have made contributions of cash totaling $15,000 or approximately $0.001 per share.