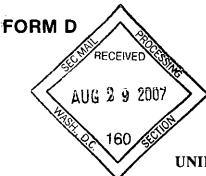
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## **FORM D**

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

/ 0100.	,
OMB APPR	OVAL
OMB Number:	3235-0076
Expires:	
Estimated average	ge burden

SEC	USE ONLY
Prefix	Serial
DA	TE RECEIVED
	l <b>l</b>

hours per response. . . . . 16.00

· · · · · · · · · · · · · · · · · · ·	
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	
Integrated Beverage Group, Ltd. August 7, 2007 offering of common stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Z Rule 506 Section 4(6) ULOE	
Type of Filing:	
A. BASIC IDENTIFICATION DATA	111111111111111111111111111111111111111
1. Enter the information requested about the issuer	07078435
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)	
ntegrated Beverage Group, Ltd.	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number and Street, City, State, Zip Code)	mber (Including Area Code)
4 Dubon Court, Farmingdale, NY 11735 (631) 694-8560	<u> </u>
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Nu (if different from Executive Offices)	imber (Including Area Code)
Brief Description of Business	
Marketing and Distribution of alcohol and non-alcohol beverage drinks	PROCESSED
Type of Business Organization	
✓ corporation ☐ limited partnership, already formed ☐ other (please specify):	SEP 0 5 2007
business trust   limited partnership, to be formed	
Month Year  Actual or Estimated Date of Incorporation or Organization: 1 1 0 2 Actual Estimated  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	THOMSON FINANCIAL
CN for Canada; FN for other foreign jurisdiction)	

#### GENERAL INSTRUCTIONS

#### Fadaralı

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Beneficial Owner Executive Officer Check Box(es) that Apply: Promoter Director Managing Partner Full Name (Last name first, if individual) PRAGIAS, THOMAS W. Business or Residence Address (Number and Street, City, State, Zip Code) 4 Dubon Court, Farmingdale, NY 11735 Check Box(es) that Apply: Beneficial Owner 📝 Executive Officer 💆 Director General and/or Promoter Managing Partner Full Name (Last name first, if individual) MAGGIORE, DOMINIC Business or Residence Address (Number and Street, City, State, Zip Code) 4 Dubon Court, Farmingdale, NY 11735 Check Box(es) that Apply: Beneficial Owner Executive Officer Director Promoter General and/or Managing Partner Full Name (Last name first, if individual) KAMEN, JOHN Business or Residence Address (Number and Street, City, State, Zip Code) 4 Dubon Court, Farmingdale, NY 11735 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: General and/or Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				В. І	NFORMAT	ION ABOU	T OFFERI	NG				
l. Has	the iccuer co	ald or does t	he iccuer i	ntend to se	ell to non-a	ccredited i	nvectore in	this offer	ina?		Yes	No E
i. iias	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									Z		
2. Wh	• • • • • • • • • • • • • • • • • • • •										s 1,0	00.00
				, 00 200	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						Yes	No
3. Do	s the offerin	g permit joir	it ownershi	ip of a sing	gle unit?	•••••					K	
con If a or s	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
	ne (Last nam ouse Financi											
Business	or Residence	e Address (?	Number and	d Street, C	ity, State, Z	Zip Code)						
	ington Ave.,			, NY 1017	0							
	Associated ouse Financi											
	Which Pers			or Intende	to Solicit	Purchasers						
	eck "All Sta								******	***************************************	□ AI	l States
AL IL M1	IN NE	IA NV SD	AR KS NH TN	C/A KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC M/A ND WA	MI OH WV	GA MN OK WI	HI MS OR WY	ID MO RA PR
Full Nar	ne (Last nam	e first, if ind	lividual)									
Business	or Residen	ce Address (	Number an	nd Street, C	City, State, 2	Zip Code)						
Name of	Associated	Broker or De	ealer									
States in	Which Pers	on Listed Ha	s Solicited	or Intends	to Solicit	Purchasers	<del></del>					
(Ch	eck "All Stat	es" or check	individual	l States)	•••••						□ Al	l States
ĀĬ.	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID.
IL		IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
M		$\overline{NV}$	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
RI		SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Nar	ne (Last nam	e first, if ind	lividual)			•						
Business	or Residen	ce Address (	Number an	id Street, C	City, State,	Zip Code)			<del></del>			
Name of	Associated	Broker or De	aler									
States in	Which Pers	on Listed Ha	s Solicited	or Intends	to Solicit	Purchasers			_			
(Ch	eck "All Stat	es" or check	individual	l States)				•••••			☐ Al	l States
AI (II M) (R)	IN NE	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	4	A A 1 3 .
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s	\$
	Equity	5,000,000.00	\$ 136,000.00
	✓ Common Preferred		
	Convertible Securities (including warrants)	<u> </u>	<b>s</b>
	Partnership Interests	\$	
	Other (Specify)	\$	\$
	Total	5,000,000.00	\$ 136,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number	Aggregate Dollar Amount
		Investors	of Purchases \$ 136,000.00
	Accredited Investors		· ·
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	s
	Regulation A		\$
	Rule 504		\$
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		·
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		§ 0.00
	Legal Fees	-	\$ 80,000.00
	Accounting Fees	<del></del>	<u> </u>
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify) Offering expenses, Blue Sky Filing fees, placement agent fees,	_	\$ 520,000.00
	Total		s 600,000.00

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF TROCLEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Questi and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted proceeds to the issuer."	gross	\$4,400,000.00
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be use each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjusted g proceeds to the issuer set forth in response to Part C — Question 4.b above.	and	
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	🛂 💲 400,000.00	<b>☑</b> \$ 300,000.00
	Purchase of real estate	🗀 \$	<b>S</b>
	Purchase, rental or leasing and installation of machinery and equipment	🗀 \$	\$0.00
	Construction or leasing of plant buildings and facilities	🗆 \$	□ \$ <u>0.00</u>
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		
	Repayment of indebtedness		
	Working capital		□ \$ 65,000.00
	Other (specify):_regulatory filing fees, sales and marketing, acquisition of inventory		3,635,000.00
	product development and final payments under asset purchase agreement	U ~	· ·
	Column Totals	\$ 400,000.00	\$ 4,000,000.00
	Total Payments Listed (column totals added)		400,000.00
	D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this r nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Con information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2	mmission, upon writte	
<u> </u>	uer (Print or Type) Signature	Date	
	tegrated Beverage Group, Ltd.	August 27, 2007	
Na	me of Signer (Print or Type) Title of Signer (Print or Type)	.1	
Do	minic Maggiore CEO		

# - ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No
	provisions of such rule?		×

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Integrated Beverage Group, Ltd.		August 27, 2007
Name (Print or Type)	Tric (Print or Type)	
Dominic Maggiore	CEO	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				Al	PPENDIX				
1	Intend to non-a investor	I to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULO (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X							
AR									
CA		×	Common stock at	1	\$100,000.00	О	\$0.00		
СО									
СТ									
DE									
DC									
FL		:							
GA		*							ننـــا
ні									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

	APPENDIX												
1	Intend to non-a investor	l to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and rchased in State C-Item 2)		under Sta (if yes, explana	ition of granted)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No				
МО													
MT													
NE													
NV													
NH													
NJ													
NM													
NY		×		1	\$11,000.00				×				
NC		×		1	\$25,000.00								
ND													
ОН													
ок													
OR													
PA		и							۸,				
R.I							-						
SC													
SD													
TN		-											
TX									/ /				
UT													
VT													
VA									[:]				
WA													
wv		*											
WI													

				APP	ENDIX					
1	ı	2	3		4 Disc		5 Disqua	lification		
	to non-a	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		amount purchased in State				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
WY							·			
PR										

