13459

FORM D

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

FORM D

OMB	3 APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	April 30, 2008	
Estimated average burde	en .	

16.00

	nours per response	J	
FORM D			
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D.	SEC USE ONLY Prefix Serial		
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED		
Name of Offering (□ check if this is an amendment and name has changed, and indicate change.) Common Stock	RECEIVED		
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section Type of Filing: ■ New Filing □ Amendment	on 4(6) a ULPE SEP () 4 2007		
A. BASIC IDENTIFICATION DAT	TA		
1. Enter the information requested about the issuer	186 BOOF 00		
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)	THOUESS	ED	
Brown Advisory Holdings Incorporated	SEP 0 6 200	7	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	•	
901 South Bond Street, Baltimore, MD 21231	410-537-5400 THOMSON FINANCIAL		
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)	3	
Brief Description of Business:			
An independent firm providing a full range of investment and advisory services to individuals and	d families, institutions, and corporations.		
Type of Business Organization			

Type of Business Organization			
■ corporation	□ limited partnership, already formed	□ other (please spe	
☐ business trust	☐ limited partnership, to be formed		((
	Month Year	,	
Actual or Estimated Date of Incorporation or Org	ganization 06 98 ■ Actual □ Estima	ited	(
Jurisdiction of Incorporation or Organization: (E			
	CN for Canada; FN for other foreign jurisdiction	n) MD	07076907

GENERAL INSTRUCTIONS

Federal:

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 USC 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.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., 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 a 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.

ATTENTION

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 predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
 Each executive officer and dire Each general and managing part 	the issuer has be the power to vote ector of corporate	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10		lass of equity securities of the issuer; thip issuers; and
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		·			
Hankin Michael D					
Hankin, Michael D. Business or Residence Address	(Number and !	Street, City, State, Zip Co	de)		
			•		
c/o Brown Advisory Holdings Incorpora Check Box(es) that Apply:				- D'	- O
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Churchill, David M.					
Business or Residence Address	(Number and !	Street, City, State, Zip Co	<u></u>		<u> </u>
Seemes of Residence Flagress	(1.001001001	outer, enj, oute, zip et	ac,		
c/o Brown Advisory Holdings Incorpor	ated, 901 South	Bond Street, Baltimore	, MD 21231		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					•
Connelly, J. Michael					
Business or Residence Address	(Number and S	street, City, State, Zip Co	de)		
c/o Brown Advisory Holdings Incorpora	nted OA1 South	Bond Street Politimore	MD 21221		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		Li Bellericiai Owlici	LI EXECUTIVE OTHER	- Director	O Colora aldroi Maiaging I aithei
•					
Griswold, IV, Benjamin H.	01 1				
Business or Residence Address	(Number and S	Street, City, State, Zip Co	dc)		
c/o Brown Advisory Holdings Incorpor	ated, 901 South	Bond Street, Baltimore	, MD 21231		·
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			,		-
Hebb, Jr., Donald B.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
		•	•		
c/o Brown Advisory Holdings Incorpor					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					•
Linehan, Earl L.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Brown Advisory Holdings Incorpor	inted OAT South	Dond Street Dolfimon	. MD 21221		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		Li Delicitelai Owliei	LI EXECUTIVE OTHER	- Director	Ochciai aliwoi istaliaging i actor
,					
Poggi, Francis X.					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Brown Advisory Holdings Incorpor	ated, 901 South	Bond Street, Baltimore	r, MD 21231		
Check Box(es) that Apply:	C Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Sherrerd, John J.F.					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Brown Advisory Holdings Incorpor	entad OO1 South	Dond Street Daltimon	. MD 21221		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

 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. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	<u> </u>		3	<u> </u>		
Woodbrook Capital						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o Earl Linehan, 515 Fairmount Avenu	e, Suite 400, To	wson, MD 21286				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Griswold Trust LLC						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
c/o Benjamin H. Griswold, IV, 2838 But	ler Road, Glyn	don. MD 21071				
Check Box(es) that Apply:	□ Promoter .	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Truman Semans						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ide)		· · · · · · · · · · · · · · · · · · ·	
2417 Still Forest Road, P.O. Box 827, Br	rooklandville. N	4D 21022				
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 Co	ode)		······································	
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 C	ode)			
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 C	ode)			
					·	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	<u> </u>	C Dentition Control	E Executive Officer		2 3 3 1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	
,						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			
	,		*			
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 C	Code)			

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING					
		Yes	No			
1.	,					
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a				
۷.	what is the minimum investment that will be accepted from any individual?	yes	No			
3.	Does the offering permit joint ownership of a single unit?	103	, 			
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.	_				
Fuil None	Name (Last name first, if individual)					
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)					
Name	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
A]_ [1]_ [0]_ [1]_	IL) _ [IN] _ [IA] _ [KS} _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ {OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full 1	name (Last name first, if individual)					
Busin	iness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	ne of Associated Broker or Dealer					
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
A]_ 1]_ 1]_ 1]_	[IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA} _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND} _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			
Full	Name (Last name first, if individual)					
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	ne of Associated Broker or Dealer	.				
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
_ [] _ []	AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MT] [NE] [NV] [NI] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VT] [VA] [WA] [WV] [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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 answer is "none" or "zero." If the transaction is an exchange offering, check this box of and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	s	\$
	Equity	\$ <u>1,682,640</u>	\$_1,682,640_
	■ Common □ Preferred		
	Convertible Securities (including warrants)	s	S
	Partnership Interests	<u> </u>	\$
	Other (Specify)	<u> </u>	\$
	Total	\$ 1,682,640	\$_1,682,640
	Answer also in Appendix, Column 3, if filing under ULOE.	1,002,040	J_1,002,040
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." Accredited Investors	Number of Investors	Aggregate Dollar Amount of Purchases \$ 1,682,640
	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 Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		\$
	Rule 504		s
	Total		\$
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 issuer. 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	a	s
	Legal Fees	•	\$ 10,000
	Accounting Fees		s
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)		S
		_	\$ 10,000
	Total		Φ <u>ΙΨ,ΨυΨ</u>

	C. OFFERING PRI	CE, NUMBER OF INVESTORS, EXP	ENSES AF	ID USE OF PROCEEDS		
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."				S ,	1,672,640	
5.	Indicate below the amount of the adjusted gross p for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in re	any purpose is not known, furnish an est total of the payments listed must equal th	imate			
		•		Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		٥	S		s
	Purchase of real estate			S	۵	\$
	Purchase, rental or leasing and installation of mac	hinery and equipment	0	\$		s
	Construction or leasing of plant buildings and fac-	ilities	G	\$		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or see merger)	urities of another issuer pursuant to a	_	s	_	c
	Repayment of indebtedness			s	0	·
	Working capital		_		_	\$_1,672,640
	.			\$	•	\$ <u>1,072,040</u>
	Other (specify):			\$	0	·
				\$		s
	Column Totals			\$0	•	\$ <u>1,672,640</u>
	Total Payments Listed (column totals added)			■ \$ <u>1.6</u>	572,640	_
		D. FEDERAL SIGNATU	RE		-	
an	e issuer has duly caused this notice to be signed by tundertaking by the issuer to furnish to the U.S. Secun-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon w				
	uer (Print or Type) own Advisory Holdings Incorporated	Signature J. H. Co	U	Date August 28, 2007		
Na	me of Signer (Print or Type)	Title of Signer (Print or Type)				

END

ATTENTION

Partner and Chief Financial Officer

David M. Churchill

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