1412005

FORM D

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

FORM D

NNOTICE OF SALE OF SECURITIES
PERSUANT TO REGULATION D,
SECTION 4(6), AND/OR
OFORM LIMITED OFFERING EXEMPTION

OMB APPROV	/AL
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OMB Number:

hours per response.

3235-0076 April 30, 2008

Expires: Apr Estimated average burden

SEC USE ONLY						
Prefix	Serial					
DATE F	ECEIVED					

Name of Offering (check if this is an an	nendment and name h	as changed, and indi-	cate change.)			
Common Stock of HDT Holding	s, Inc.					
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	⊠ Rule 5	506 [Section 4(6) ULOE
Type of Filing: New Filing	Amendment			_		
	A. BAS	IC IDENTIFICATI	ION DATA		<u></u>	A LEGALIA DERINAGANI DENSA LEGALI HEREK MENU DARRI ATIS AGUI
1. Enter the information requested about the			0			
Name of Issuer (check if this is an am		s changed and indic	ate change)			- 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
HDT Holdings, Inc.			are erranger,			070774AE
Address of Executive Offices	(Number and Street	, City, State, Zip Cod	(a)	Telephone N	Jumber	07077145
c/o Metalmark Capital, LLC, 1177	•		′ [3-1923	
York, NY 10036	Avenue of the Am	iciicas, 40th riobi,	New	212-02	.3-1943	
	01t1 C+	Charles 21 Car		T 1 1 \	7) (1)	<u> </u>
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street	, City, State, Zip Cod	ie)	i elepnone N	Number (Incit	ading Area Code)
(if different from Executive Offices)						
Brief Description of Business		<u>-</u> .				
Making investments in equity secu	rities of companies	1				
menty seed		•				
Type of Business Organization						PROCESSED
□ corporation □	☐ limited partners	hip, already formed		other (ple	ease specify):	
business trust	limited partners			_		
		Month	Year			SEP 1 1 2007
Actual or Estimated Date of Incorporation	or Organization:	0 6	0 7	⊠ Actual	☐ Estin	MACONIO TUONIONI
•				_	L Esun	
Jurisdiction of Incorporation or Organization		FN for other foreign		i State:	DE	FINANCIAL
	51, 101 Garaga		,		DE	<u></u>

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 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.

-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.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

A. BASIC IDENTIFICATION DATA 2. 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 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 ☐ Executive Officer □ Director Check Box(es) that Apply: ☐ Promoter ⊠ Beneficial Owner Managing Partner Full Name (Last name first, if individual) HDT Investment Sub, LLC Business or Residence Address (Number and Street, City, State, Zip Code) c/o Metalmark Capital, LLC, 1177 Avenue of the Americas, 40th Floor, New York, NY 10036 □ Director Check Box(es) that Apply: Promoter ■ Beneficial Owner Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) Michael Hoffman Business or Residence Address (Number and Street, City, State, Zip Code) c/o Metalmark Capital, LLC, 1177 Avenue of the Americas, 40th Floor, New York, NY 10036 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) □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: ☐ Beneficial Owner ☐ Director 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) General and/or Check Box(es) that Apply: ☐ Promoter Beneficial Owner ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

A. BASIC IDENTIFICATION DATA 2. 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. ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or Check Box(es) that Apply: ☐ Promoter Beneficial Owner ■ Executive Officer □ Director 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) ☐ General and/or Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) □ Executive Officer Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ 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 ☐ 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 Beneficial Owner ☐Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											Yes ⊠	No □
			Α	nswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. What	t is the min	imum inve	stment tha	t will be ac	cepted from	n any indi	vidual?				\$15,000.00	
											Yes	No
3. Does the offering permit joint ownership of a single unit?											. 🛛	
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.												
Full Name (Last name first, if individual)												
Business	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)					
Name of	f Associate	d Broker o	r Dealer			•				,,,		,
			l Has Solic								🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT] [RI]	[NE] [SC]	[NV] [SD]	(NH) [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	ne (Last na	ume first, i	findividual	1)							· · · · · · · · · · · · · · · · · · ·	
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name of	f Associate	d Broker o	r Dealer									
			Has Solic								🔲 AI	I States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[Ml]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[נא] [XT]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
			findividual					[[]			
Business	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)					
Name of	f Associate	d Broker o	Dealer									
			d Has Solic eck individ								🔲 AI	l States
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[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 \square and indicate in the columns below the amounts of the security

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	_	\$
Equity		\$6,580,058.54
☑ Common ☐ Preferred		
Convertible Securities (including warrants)	\$	s
Partnership Interests		\$
Other (Specify)	-	
Total		
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."		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	10	\$6,580,058.54
Non-accredited Investors	·	\$-0-
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		<u>\$</u>
Regulation A		\$
Rule 504		\$
Total	•	<u>\$</u>
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	🛮	\$-0-
Printing and Engraving Costs	🛭	\$-0-
Legal Fees	🖾	\$-0-

Engineering Fees..... \boxtimes \$-0-Sales Commission \boxtimes \$-0-Other Expenses (identify) Miscellaneous Expenses..... \boxtimes \$-0- \boxtimes Total \$-0-

 \boxtimes \$-0-

Accounting Fees

	C. OFFERING P	RICE, NUMBER OF INVESTORS, EXPENSES AND USI	E OF PROCEEDS						
ъ.	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."								
5.	each of the purposes shown. If the a check the box to the left of the estim	justed proceeds to the issuer used or proposed to be used mount for any purpose is not known, furnish an estimate ate. The total of the payments listed must equal the adjution response to Part C – Question 4.b above.	e and						
			Payments to Officers, Directors & Affiliates	Payments To Others					
	Salaries and fees		<u> </u>	□ <u>\$</u>					
	Purchase of real estate		<u> </u>	□ <u>\$</u>					
	Purchase, rental or leasing and i	nstallation of machinery and equipment	□ <u>\$</u>	<u>\$</u>					
	Construction or leasing of plant	buildings and facilities	<u> </u>	□ <u>s</u>					
	offering that may be used in exc	(including the value of securities involved in this hange for the assets or securities of another issuer	\$-0-	\$6,580,058.54					
	Repayment of indebtedness		<u>\$</u>	□ <u>\$</u>					
	Working capital		<u> </u>	□ <u>s</u>					
	Other (specify):		□ <u>\$</u>	<u>\$</u>					
			<u> </u>	□ <u>\$</u>					
	Column Totals		□ \$	\$6,580,058.54					
	Total Payments Listed (column	totals added)	⊠ <u>\$</u>	5,580,058.54					
		D. FEDERAL SIGNATURE							
foll	owing signature constitutes an undert	be signed by the undersigned duly authorized person. I aking by the issuer to furnish to the U.S. Securities and the by the issuer to any non-accredited investor pursual	Exchange Commiss	ion, upon written					
	er (Print or Type)	Signature	Date	_					
HD	T Holdings, Inc.	May c. CAff	Deste	mber 5, 200					
	ne of Signer (Print or Type)	Title of Signer (Print or Type)							
	hael Hoffman	Vice President and Assistant Secretary							

-ATTENTION-

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

	E. STATE SIGNATURE
	FR 230.262 presently subject to any of the disqualification provisions Yes No
	See Appendix, Column 5, for state response.
	undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on uch times as required by state law.
3. The undersigned issuer hereby issuer to offerees.	undertakes to furnish to the state administrators, upon written request, information furnished by the
Limited Offering Exemption (onts that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability on of establishing that these conditions have been satisfied.
The issuer has read this notificati undersigned duly authorized pers	on and knows the contents to be true and has duly caused this notice to be signed on its behalf by the on.
Issuer (Print or Type)	Signature Date
HDT Holdings, Inc.	Mole Aff September 5, 2007
Name (Print or Type)	Title (Print or Type)
Michael Hoffman	Vice President and Assistant Secretary

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.

APPENDIX

1	2	2	3	4 5						
	to non-a	to sell ccredited 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 ULOE (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				-0-	-0-	-0-	-0-		Ø	
AK				-0-	-0-	-0-	-0-		Ø	
AZ		0	- ""	-0-	-0-	-0-	-0-		⊠	
AR				-0-	-0-	-0-	-0-		Ø	
CA				-0-	-0-	-0-	-0-		Ø	
СО				-0-	-0-	-0-	-0-		⊠	
СТ				-0-	-0-	-0-	-0-		Ø	
DE				-0-	-0-	-0-	-0-		Ø	
DC				-0-	-0-	-0-	-0-		Ø	
FL				-0-	-0-	-0-	-0-		×	
GA				-0-	-0-	-0-	-0-		⊠	
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ID				-0-	-0-	-0-	-0-		Ø	
IL				-0-	-0-	-0-	-0-		⊠	
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IA				-0-	-0-	-0-	-0-		⊠	
KS				-0-	-0-	-0-	-0-		Ø	
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MS		. 🗆		-0-	-0-	-0-	-0-		Ø	
МО				-0-	-0-	-0-	-0-		⊠	

^{*} Up to 6,580,058.54 in common stock of HDT Holdings, Inc.

MT			<u> </u>	1 0	-0-	-0-		⊠
MT	 		-0-	-0-	-			
NE			-0-	•0•	-0-	-0-		⊠
NV			-0-	-0-	-0-	-0-		⊠
NH			-0-	-0-	-0-	-0-		×
NJ			-0-	-0-	-0-	-0-		⊠
NM			-0-	-0-	-0-	-0-		×
NY			-0-	-0-	-0-	-0-		×
NC			-0-	-0-	-0-	-0-		Ø
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TN			-0-	-0-	-0-	-0-		⊠
TX			-0-	-0-	-0-	-0-		×
UT			-0-	-0-	-0-	-0-		×
VT			-0-	-0-	-0-	-0-		Ø
VA		*	4	2,334,992.36	-0-	-0-		Ø
WA			-0-	-0-	-0-	-0-		×
wv			-0-	-0-	-0-	-0-		⊠
WI			-0-	-0-	-0-	-0-		Ø
WY			-0-	-0-	-0-	-0-		Ø
PR			-0-	-0-	-0-	-0-		⊠

^{*} Up to \$6,580,058.54 in common stock of HDT Holdings, Inc.

