

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

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| OMB Approvai | | | | | |
|--------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0076 | | | | |
| Expires: April 30, 2008 | | | | | |
| Estimated average burden | | | | | |
| hours per response 16.00 | | | | | |

| SEC USE ONLY | | | | | |
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| DATE RECEIVED | | | | | |
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|---|--------------------------------------|--|---------------|--|--|--|--|
| Name of Offering (check if this is an an | endment and name has changed, and in | dicate change.) | | | | | |
| Rice Bancshares, Inc. | 5 , | • , | | | | | |
| Filing Under (Check box(es) that apply): | ☐ Rule 504 ☐ Rule 505 | ⊠ Rule 506 [| Section 4(6) | □ ULOE | | | |
| 0 () | | | | | | | |
| Type of Filing: New Filing Amenda | nent | | | | | | |
| | A. BASIC IDENTIFIC | CATION DATA | | | | | |
| 1. Enter the information requested about th | e issuer | · · · · · · · · · · · · · · · · · · | | | | | |
| Name of Issuer (check if this is an | amendment and name has changed, and | l indicate change.) | - | | | | |
| Rice Bancshares, Inc. | • , | , | | | | | |
| Address of Executive Offices (Number and | Street, City, State, Zip Code) | | Telephone N | Sumber (Including Area Code) | | | |
| 100 N. McKinney, Rice, Texas 75155 | | | (903) 326-4 | 1121 | | | |
| Address of Principal Business Operations (Number and Street, City, State, PROCESSED Telephone Number (Including Area Code) | | | | | | | |
| (if different from Executive Offices) Same | as above | OLOGED | Same as ab | o <u>ve</u> | | | |
| Brief Description of Business | CFD | 24 | | | | | |
| Bank Holding Company | SEP | 2.1 2007 | | E INDIA PRISE (ANII RESE ISAA) IRISE ASII NICERI DIDA INDI | | | |
| | | /- | | | | | |
| Type of Business Organization | | OMSON TO THE PROPERTY OF THE P | | | | | |
| □ corporation □ | limited partnership, already formed | ANCIA other (plea | ase specify): | 07070044 | | | |
| ☐ business trust ☐ | limited partnership, to be formed | | | 07078041 | | | |
| | Month | Year | | | | | |
| Actual or Estimated Date of Incorporation of | or Organization: 0 8 | 0 6 | X Actual □ Es | timated | | | |
| Jurisdiction of Incorporation or Organization | - | abbreviation for State: | | | | | |
| | CN for Canada; FN for other foreign | • | ΤX | | | | |
| ! * | | | 11.4 | | | | |

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.

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.

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 partner issuers.

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|---|----------------------|--|---------------------|------------|--------------------------------------|--|--|--|--|--|
| Check box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | | ☑ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first, if Montgomery, Michael J. | individual) | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 100 N. McKinney, Rice, Texas 75155 | | | | | | | | | | |
| Check box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☑ Executive Officer | □ Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if Fortson, James H. | individual) | | | | | | | | | |
| Business or Residence Address 100 N. McKinney, Rice, Texas | | et, 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 Crow, Joe M. | individual) | | | | | | | | | |
| Business or Residence Address 100 N. McKinney, Rice, Texas | | et, 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 Thomes, Russell R. | individual) | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 100 N. McKinney, Rice, Texas 75155 | | | | | | | | | | |
| Check box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | □ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first, if i Sandra Lowe | individual) | | | | | | | | | |
| Business or Residence Address 100 N. McKinney, Rice, Texas | | et, 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) | | | | | | | | | |
| Busines: or Residence Address | (Number and Stree | et, 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) | | | | | | | | | | |

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

| B. INFORMATION ABOUT OFFERING | | | | | | | | | | | | | |
|--|---|----------------|---------------------|----------------------|---------------|---------------|---------------------------------------|--------------|---------------|---------------|-----------------|-------------|--------------|
| | | | | | D. II | VI ORVI | TIONA | IDOUT (| JITERU | 10 | | | |
| 1. H | as th | e issuer sol | d or does ti | ne issuer in | tend to sell, | to non-acc | redited inve | stors in thi | s offering? | | | Yes ⊠ | No □ |
| | | | | | Ansv | ver also in . | Appendix, (| Column 2, i | f filing und | er ULOE. | | | |
| 2. V | /hat i | s the minir | num investi | ment that w | ill be accep | oted from a | ny individu | al? | | | | <u>\$25</u> | <u>,000</u> |
| 3. D | oes ti | he offering | permit joir | ıt ownershi | p of a singl | e unit? | | | | | | Yes ⊠ | No |
| co a si | 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) SAMCO Capital Markets, Inc. | | | | | | | | | | | | |
| Busin | iess o | r Residenc | | Number an | nd Street, C | ity, State, Z | ip Code) | - · · · | | | · · · · · | | |
| | | | Broker or D | | VALUE 15201 | | | · | | | - | | |
| States | in V | Uhiah Dass | an Listad U | ac Calinitae | l or Intende | to Solicit I | huahaaaa | | | | | | <u></u> |
| | | | | | | | | | | | 🗖 All | States | |
| □ [A | | [AK] | [AZ] | [AR] | CA] | | [{CT] | □ [DE] | DC] | [FL] | GA] | [HI] | [ID] |
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| | l'I] | [NE] | [NN] | [NH] | [NJ] | MM) | [[ИҮ] | [NC] | □[ND] | [OH] | [OK] | [OR] | [PA] |
| □ [P | RI] | [sc] | [SD] | 🛛 [TN] | ⊠[TX] | [UT] | [TV] | [VA] | [WA] | [wv] | [WI] | [WY] | [PR] |
| Full Name (Last name first, if individual) | | | | | | | | | | | | | |
| Busin | ess o | r Residenc | e Address (| Number an | d Street, C | ity, State, Z | ip Code) | <u> </u> | | , | •• | | |
| Name | of A | associated 1 | Broker or D |)ealer | | | · · · · · · · · · · · · · · · · · · · | | | | | · · · · · · | |
| | | | | | | to Solicit I | | | ·········· | - | | States | |
| | | ∏ [AK] | F check ind [AZ] | iividuai Sta [AR] | [CA] | | [CT] | [DE] | ∏[DC] | [FL] | □ All □ [GA] | | [di] |
| | | [IN] | [AI] | ☐ (KS) | [KY] | [LA] | [ME] | [MD] | [[50] [MA] | [MI] | [MN] | [MS] | [MO] |
| | | [NE] | ☐[NV] | [ни] □ | [иј] | [MM] | ☐ {NY] | [NC] | [(ND) | [HO] | □[0K] | [OR] | [PA] |
| [R | | [sc] | _ [SD] | _ ☐[TN] | | [UT] | | U[VA] | [WA] | [WV] | _ [WI] | [WY] | [PR] |
| | | (Last nam | e first, if in | dividual) | | <u> </u> | | | • | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | | | | | | |
| | | | | | | to Solicit F | | | | | | C | |
| | (Check "All States" or check individual States) | | | | | | | | | | | | |
| | | \square [IN] | [IA] | | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [M | | [NE] | [NV] | [НИ] | [[й]] П[и] | [NM] | [Д[МҮ] | [NC] | [ид] | [HO] | [OK] | [OR] | [PA] |
| | | [SC] | [ds] | [TN] | [XT] | [TU] | [VT] | [VA] | [WA] | [wv] | [WI] | [MX] | ☐ {PR} |

C. OFFERING PRICE, NUMBER OF ENVESTORS, 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 \sum and indicate in the column below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt 7,000,000 \$ 5,070,000 Equity □ Common ☐ Preferred Convertible Securities (including warrants) \$_____ Partnership Interests S_____ S___ Other (Specify) 7,000,000 \$ 5,070,000 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." Number Aggregate **Dollar Amount** Investors Of Purchases Accredited Investors 34 \$____ 5,030,000 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, 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 Dollar Amount Security Sold Rule 505 _____ \$____ Regulation A Rule 504 ____ \$___ _____ **\$**____ 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.

| | C. OFFERING PRICE, NU | MBER OF INVESTORS, EXPENSES | AND USI | OF PROCEE | DS |
|-----|---|--|-------------|--|-----------------------|
| | total expenses furnished in response to Par | offering price given in response to Part C-Quest C-Question 4.a. This difference is the "adju | sted gross | | <u>\$6,740,400</u> |
| 5. | of the purposes shown. If the amount for any | ss proceeds to the issuer used or proposed to be use purpose is not known, furnish an estimate and che yments listed must be equal to the adjusted gross p tion 4.b. above. | ck the box | | |
| | • | | | Payments to Officers, Directors, & Affiliates | Payments To Others |
| | Salaries and fees | | | \$ | s |
| | Purchase of real estate | | | \$ | \$ |
| | Purchase, rental or leasing and installati | on of machinery and equipment | | \$ | s |
| | Construction or leasing of plant building | gs and facilities | | \$ | s |
| | | ing the value of securities involved in this offerior securities of another issuer pursuant to a merger | | \$ <u></u> | \$_2,500,000 |
| | Repayment of indebtedness | | 🛛 | \$ <u>170,400</u> | \$ |
| | Working capital | | | \$ | s |
| | Other (specify) Additional capital to b | e injected into First State Bank, Rice, Texas | 🛛 | \$4,070,000 | \$ |
| | | | | \$ | s |
| | | | | \$ <u>4,240,400</u> 🖾 | \$ 2,500,000 |
| | Total Payments Listed (column totals ac | lded) | | ⊠ \$_ | 6,740,400 |
| | | D. FEDERAL SIGNATURE | | | |
| sig | nature constitutes an undertaking by the issues | ed by the undersigned duly authorized person. If to furnish to the U.S. Securities and Exchange Coredited investor pursuant to paragraph (b) (2) of R | Commission, | | |
| İss | uer (Print or Type) | Signature | Date | · | |
| Ri | ce Bancshares, Inc. | Mechant Mosetogement | September | / o, 2007 | |
| Na | ume of Signer (Print or Type) | Title of Signer (Pfint or Type) | | | |
| Mi | ichael I Montgomery | President and Chief Executive Officer | | | |

ATTENTION

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