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 RM LIMITED OFFERING EXEMPTION

OIVID APPROVAL								
OMB Number:	3235-0076							
Expires:	May 31, 2005							
Estimated average b	urden							
hours per response								

SEC USE ONLY							
Prefix		Serial					
	DATE RECEIVI	ED					

,
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)
Issuances of Class A Preferred Units PROCESS
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)
Type of Filing: New Filing Amendment  A BASIC IDENTIFICATION DATA  SEP 2 5 200
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)
CMS Holdings Group, LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
999 18th Street, Suite 2201, Denver, CO 80202 (303) 865-1400
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Telephone Number (Including Area Code)
Brief Description of Business
Holding company
Type of Business Organization 07078251
Type of Business Organization    corporation   limited partnership, already formed   other (please specify).
business trust
Month Year
Actual or Estimated Date of Incorporation or Organization:    O   7   O   7   Actual   Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada: FN for other foreign jurisdiction)  DE
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.

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 (6-02)

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 10

		A. BASIC IDENTII	FICATION DATA		
2. Enter the information requ	ested for the following	ng:	······		
• Each promoter of the is	suer, if the issuer has	been organized within the	past five years;		
<ul> <li>Each beneficial owner issuer;</li> </ul>	having the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class	s of equity securities of the
<ul> <li>Each executive officer</li> </ul>	and director of corpo	rate issuers and of corporat	e general and managing part	ners of partnership	issuers; and
<ul> <li>Each general and mana</li> </ul>	iging partner of partn	ership 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> .		···	
CMS Investment H	loldings, LLC				
Business or Residence Address		t, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
555 California Stre	et, Suite 2900, S	an Francisco, CA 94	111		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				<del></del>
Bernstein, Bradfor	•				
Business or Residence Address		t, City, State, Zip Code)	<del></del>		
999 18th Street, Su					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)			·	
Cukier, Benjamin 1	М.				
Business or Residence Address		t, City, State, Zip Code)	· <del></del>		
c/o FTVentures, 54	0 Madison Aver	iue, Suite 2600, New	York, NY 10022		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				· · · · · · · · · · · · · · · · · · ·
Meltzer, Douglas					
Business or Residence Address	ss (Number and Stree	t, City, State, Zip Code)			<del></del>
c/o PCG Capital Pa	artners LLC, 12	00 Prospect Street, S	Suite 200, La Jolla, CA	92037	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	`individual)				<del>-</del>
Castle, Lawrence E	Z.				
Business or Residence Addres		t, City, State, Zip Code)			
c/o Castle Meinhole	d & Stawiarski,	LLC, 999 18th Stree	t, Suite 2201, Denver	CO 80202	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Meinhold, Don H.					
Business or Residence Addres	ss (Number and Stree	t, City, State, Zip Code)			
c/o Castle Meinhole	d & Stawiarski,	LLC, 999 18th Stree	t, Suite 2201, Denver	CO 80202	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Duthie, Colin	,				
Business or Residence Address	ss (Number and Stree	t, City, State, Zip Code)			<del>.</del>
			t, Suite 2201, Denver	CO 80202	

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

### 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. □ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Dietz, Michael Business or Residence Address (Number and Street, City, State, Zip Code) c/o Southwind Financial Group, LLC, 999 18th Street, Suite 265, Denver, CO 80202 Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Briody, Arlene Business or Residence Address (Number and Street, City, State, Zip Code) c/o Castle Meinhold & Stawiarski, LLC, 999 18th Street, Suite 2201, Denver, CO 80202 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) 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) General and/or ☐ Promoter Beneficial Owner Executive Officer □ Director 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)

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

				В.	INFORMA	ATION AB	OUT OFFE	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Answer also in Appendix, Column 2, if filing under ULOE.											Yes	No
2. What is the minimum investment that will be accepted from any individual?										\$ N/A		
3. Does the offering permit joint ownership of a single unit?										Yes	No	
, com offer and/	er the information or ring. If a property or with a stated pers	similar ren erson to be tate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales dealer regis ve (5) pers	of securities tered with ons to be li	the SEC isted are		
Full Na	me (Last n	ame first, i	findividua	l)				_	·	<u>-</u> -		
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
	n Which Pe eck "All St											I States
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[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[0K] [WI]	[OR] [WY]	[PA] [PR]
Full Na	me (Last n	ame first, i	f individua	I)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
	n Which Pe eck "All St										🔲 Al	1 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]	[OR] [WY]	[PA] [PR]
	me (Last n					[*1]		[WA]	[ ** * ]	[ 11 ]		[1 K]
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer								•	
	n Which Pe eck "All St										🗌 AI	I 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] [NT]	[NJ] [TX}	[NM] [UT]	(VY) [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 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Offering Price Sold Type of Security \$ -0-Debt \$27,285,000 ☐ Common □ Preferred \$ -0-\$-0-Partnership Interests......\$ -0-\$ -0-}......**\$** -0-Other (Specify \$ 27,285,000 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 Dollar Amount Investors of Purchases -2-\$27,285,000 Accredited Investors Non-accredited Investors -0-\$ -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 Dollar Amount Security Sold Type of Offering 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. Transfer Agent's Fees..... Printing and Engraving Costs Legal Fees..... 750,000 Accounting Fees Engineering Fees □ **\$** Sales Commission (specify finders' fees separately) □ \$ Other Expenses (identify) Total ..... 750,000

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND 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 \$26,335,000 gross proceeds to the issuer." Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers, Directors Payments To & Affiliates Others □ \$ □ \$ Purchase, rental or leasing and installation of machinery and equipment....... □ \$ □ \$ 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 □ \$ □ \$ □ \$ □ \$ □ \$ Column Totals S 26,235,000 □ \$ \$ 26,235,000 Total Payments Listed (column totals added).....

# The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature CMS Holdings Group, LLC Name of Signer (Print or Type) Title of Signer (Print or Type) Chief Financial Officer

ATTENTION

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

	E. STATE SIGNATURE	1=10		
	230.262 presently subject to any of the disqua		Yes	No ⊠
	See Appendix, Column 5, for state re	sponse.		•
2. The undersigned issuer hereby und Form D (17 CFR 239.500) at such	lertakes to furnish to any state administrator o times as required by state law.	f any state in which this notice	is filed, a no	tice on
<ol><li>The undersigned issuer hereby un issuer to offerees.</li></ol>	dertakes to furnish to the state administrators	, upon written request, inform	nation furnish	ed by the
Limited Offering Exemption (UL	that the issuer is familiar with the conditions to DE) of the state in which this notice is filed an the burden of establishing that these conditions	d understands that the issuer c		niform
The issuer has read this notification undersigned duly authorized person.	and knows the contents to be true and has dul	y caused this notice to be sign	ed on its beh	alf by the
Issuer (Print or Type)	Signature	Date		
CMS Holdings Group, LLC	minist fit	August 28, 2	007	
Name (Print or Type)	Fitle (Print or Type)			
Michael Dietz	Chief Financial Officer			

### 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	Intend to non-a	to sell ccredited s in State -Item 1)	3 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)					ification ate ULOE , attach ation of granted) -Item 1)
G	.,	.,		Number of Accredited		Number of Non- Accredited		,,	.,
State AL	Yes	No 🗆		Investors	Amount	Investors	Amount .	Yes	No 🗆
AK									
AZ									
AR									
CA		⊠	54,570,000 Class A Preferrred Units - \$27,285,000	-2-	\$27,285,000	-0-	\$0		$\boxtimes$
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# APPENDIX

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	Intend to non-ac	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)				
				Number of Accredited		Number of Non- Accredited			-Item 1)
State	Yes	No 🗆		Investors	Amount	Investors	Amount	Yes	No 🗆
NE								<u> </u>	
NV									
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