FORM D

2 2007

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

SEC 119	SE ONLY						
Prefix	Serial						
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DATE RECEIVED							
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Name of Offering (1) check if this is an amendment and name has changed, and indicate change.) PALMETTO HERITAGE BANCSHARES, INC 2007 PRIVATE PLACEMENT OFFERING	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ Section 4(6) ☑ ULOE Type of Filing: ☑ New Filing ☐ Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	07079983
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) PALMETTO HERITAGE BANCSHARES, INC.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 10919 OCEAN HIGHWAY PAWLEY'S ISLAND, SOUTH CAROLINA 29585 Telephone Number (In Code) (843) 237-7776	ncluding Area
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (In Code)	ncluding Area
Brief Description of Business Bank Holding Company	DDARECCEN
Type of Business Organization ☑ corporation ☐ limited partnership, already formed ☐ other (please specify): ☐ business trust ☐ limited partnership, to be formed	PROCESSED OCT 2.9 2007
Month Year	
Actual or Estimated Date of Incorporation or Organization: O4 08 2004	ated THOMSON FINANCIAL

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 Administration 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 in this 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.

Potential persons who are to 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.

SEC 1972 (6-99)

BASIC IDENTIFICATION DATA (continued) Α. 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 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer ☑ Director Managing Partner Full Name (Last name first, if individual) C. Ronald Christmas, Director, and President Business or Residence Address (Number and Street, City, State, Zip Code) 10919 Ocean Highway, Pawley's Island, South Carolina 29585 ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☑ Director Managing Partner Full Name (Last name first, if individual) Lowe, Robert G. Business or Residence Address (Number and Street, City, State, Zip Code) 10919 Ocean Highway, Pawley's Island, South Carolina 29585 □ Executive Officer ☑ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Lowman, Debra P. Business or Residence Address (Number and Street, City, State, Zip Code) 10919 Ocean Highway, Pawley's Island, South Carolina 29585 ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Managing Partner Full Name (Last name first, if individual) Patel, MD, Prakesh B. Business or Residence Address (Number and Street, City, State, Zip Code) 10919 Ocean Highway, Pawley's Island, South Carolina 29585 ☑ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Managing Partner Full Name (Last name first, if individual) Roy, DMD, E. Kendall Business or Residence Address (Number and Street, City, State, Zip Code) 10919 Ocean Highway, Pawley's Island, South Carolina 29585 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Tilton, Sandra F. Business or Residence Address (Number and Street, City, State, Zip Code) 10919 Ocean Highway, Pawley's Island, South Carolina 29585 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) [he resigned] Business or Residence Address (Number and Street, City, State, Zip Code)

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	sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \square and indicate in the column below the amounts of securities offered for exchange and already exchanged.				
	Type of Security	_0	Aggregate Offering Price	Ап	nount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	7,800,000	\$	0
	☑ Common Stock (65,000 shares at \$120 per share) ☐ Preferred		· · · · ·		
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests	\$	0	\$	0
	Other (Specify) Sale of Limited Partnership Interests	<u>\$</u>	0	\$	0
	Total	<u>\$</u>	7,800,000	\$	0
2.	Answer also in Appendix, Column 3, if filing under ULOE Enter 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."		0		0
	·	_	Number Investors	_	Aggregate oilar Amount of Purchases
	Accredited Investors		0	\$	0
	Non-accredited Investors	_	0	\$	0
	Total (for filings under Rule 504 only)		0	\$	0
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	D	ollar Amount Sold
	D 1 606	<u> </u>		<u> </u>	
	Rule 505	\$		<u> </u>	
	Regulation A	<u>-</u> \$		\$	
	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			<u>\$</u>	
	Printing and Engraving Costs	••••	Œ	\$	2,500
	Legal Fees	••••	☑	<u>\$</u>	15,000
	Accounting Fees		₹	<u>\$</u>	7,500
	Engineering Fees	••••		<u>\$</u>	
	Sales Commissions (specify finder's fees separately)		0	<u>\$</u>	
	Other Expenses (identify) Transaction Fees		⊏	\$	
	Total		E	, \$	25,000

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C.

•	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A (continued)	ND U	SE OF PE	ROCEF	EDS
	b. Enter the difference between the aggregate offering price given in response to Part C-Question I and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			\$ 7	7,775,000
5.	Indicate below the amount of the adjusted gross 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 adjusted gross proceeds to the issuer set forth in Part-C-Question 4.b. above.				
		•	ments to		
		Dire	fficers, ectors, & ffiliates		Payments to Others
	Salaries and fees	\$	0	□ \$	0
	Purchase of real estate	\$	0	□\$	0
	Purchase, rental or leasing and installation of machinery and equipment	\$	0	□\$	0
	Construction or leasing of plant buildings and facilities	\$	0	□\$	0
	Acquisition of other businesses (including the value of securities involved in this offering tha may be used in exchange for the assets or securities of another issuer	t			
	pursuant to a merger)	\$	0	□\$	0
	Repayment of indebtedness	\$	0	□\$	0
	Working capital	\$	0	□\$	0
	Other (specify) investment in subsidiary bank and insurance agency	\$	0	⊠\$	7,775,000
	Column Totals	\$	0	₩\$	7,775,000
	Total Payments Listed (column totals added)			7,775,	000

	ATTENTION	
Intentional misstatements or or	nissions of fact constitute federal criminal	violations. (See 18 U.S.C. 1001.)
D. FEDERAL SIGNA	ATURE	
The issuer has duly caused this notice to be s	igned by the undersigned duly authorized per y the issuer to furnish to the U.S. Securities ar	rson. If this notice is filed under Rule 505, the deschange Commission, upon written request of graph (b)(2) of Rule 502.
Issuer (Print or Type)	Signature	Date
PALMETTO HERITAGE BANCSHARES, INC.	C. Ronald Chillons	October 14, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
C. RONALD CHRISTMAS	President	
E. STATE SIGNATU	JRE	
1. Is any party described in 17 CFR 230.26	2 presently subject to any of the disqualifica	tion provisions of such rule? Yes No
	See Appendix, Column 5, for state response	-
2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times		state in which this notice is filed, a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon	written request, information furnished by the
Limited Offering Exemption (ULOE)	the issuer is familiar with the conditions that is of the state in which this notice is filed a orden of establishing that these conditions have	must be satisfied to be entitled to the Uniform and understands that the issuer claiming the been satisfied.
		ed this notice to be signed on its behalf by the
Issuer (Print or Type)	Signature	Date
PALMETTO HERITAGE BANCSHARES, INC.	C. Ronald Chudmme	October <u>12</u> , 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

President

C. RONALD CHRISTMAS

APPENDIX

		2	3	· · · · · · · · · · · · · · · · · · ·		4			3
	Intond	to sell to	Type of security					Disquali Under ULOE	fication State
		to sen to credited	and aggregate					Att	
		stors in	offering price			Explan			
		tate	offered in state	;	Waiver granted)				
	(Part B-Item 1)		(Part C-Item 1)		(Part E-Item 1)				
				Number of		Number of			
	37	NT.		Accredited Investors	Amount	Nonaccredited Investors	Amount	Yes	No
State	Yes	No		Investors	Amoun	IIIv@tors	Amount	163	110
AL		X					1		
AK		Х							
AZ		Х							
AR		Х		· · · · · · · · · · · · · · · · · · ·					
CA		X						_	
CO		X	-						
CT	·····	X	<u> </u>			-			†
DE	· · · · · · · · · · · · · · · · · · ·	X		<u> </u>					
DC		X	·						
									
FL	<u>-</u>	X	<u></u>			<u></u>			<u> </u>
GA	Х		65,000 SHARES OF COMMON STOCK AT \$120 PER SHARE						x
ні		X							
1D		X							
IL		X							
IN		X							
IA		X			"			L 	<u> </u>
KS		X					<u> </u>		
KY	X		65,000 SHARES OF COMMON STOCK AT \$120 PER SHARE						x
LA	. <u>-</u>	X							
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MD		X	1						
MA		X	†			-			1
MI		x	<u> </u>				_		
MN		X	-	<u></u>					
MS		X		_					
мо		X							
MT		X	7						

APPENDIX

1 2 3 4									
1	Intend	to sell to	3 Type of security			5 Disqualification Under State ULOE (if yes,			
		ccredited	and aggregate	and aggregate					ach
		stors in	offering price			nvestor and chased in State		Explana Waiver g	
	State (Part B-Item 1)		offered in state (Part C-Item 1)	•		(Part E-			
\vdash	(I alt I	J-Item I)	(Fart C-Item 1)	Number of	 				
				Accredited		Number of Nonaccredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
NE		X		-				•	
NV		X	-						
NH		X		 · · · ·	* ******	-		-	
NJ		X							
NM		X							
NY		X							
NC	X		65,000 SHARES OF COMMON STOCK AT \$120 PER SHARE						х
ND		х	1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2						
ОН		Х							
ок		X				-			
OR		X		<u> </u>					
PA		X				-			
RI		X	-		_				
SC	Х		65,000 SHARES OF COMMON STOCK AT \$120 PER SHARE						х
SD		X							
TN	-	х							
TX		х	-						
UT	-	X							
VT		X							
VA		X							
WA		X							
wv		X							
WI		X							
WY		X							
PR		X					<u> </u>		<u> </u>

