



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 APP	ROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
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Name of Offering (Check if this is an amendment and name has changed, and indicate change.)
Clearly Canadian Beverage Corporation Convertible Notes and Warrants
Filing Under (Check box(es) that apply.): Rule 504 Rule 505 X Rule 506 Section 4(6) ULOE
Type of Filing: X New Amendment
A. BASIC IDENTIFICATION DATA PROCESCED
1. Enter the information requested about the issuer.
Name of Issuer (Check if this is an amendment and name has changed, and indicate change.) NOV 3 0 2007
Clearly Canadian Beverage Corporation
Address of Executive Offices (Number and Street, City, State, Zip Code) 2267 West 10 th Avenue, Vancouver, B.C. V6K 2J1 CANADA Telephone Number in Marie Code (604) 742 CANADA
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) — same as above — Telephone Number (including Area Code) — same as above —
Brief Description of Business
Beverage company
Type of Business Organization: X corporation I limited partnership, already formed othe 07084510
Actual or Estimated Date of Incorporation or Organization: Month Year
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 change 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 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.

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	A. BASIC	IDENTIFICATION	DATA	
Enter the information requested for the Each promoter of the issuer, if the iss Each beneficial owner having the pov of the issuer; Each executive officer and director of Each general and managing partner.	uer has been organ ver to vote or dispos corporate issuers a	se, or direct the vote or and of corporate genera	disposition of, 1	0% or more of a class of equity securities partners of partnership issuers; and
Check Box(es) that Apply: Promoter	Beneficial Owner	X Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, if individual) Lokash, Brent		<u> </u>		
Business or Residence Address: (Number ar 2267 West 10 th Avenue, Vancou	od Street, City, State, sver, B.C. V6K	Zip Code) 2J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	X Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Fok, Edwin				
Business or Residence Address: (Number ar 2267 West 10 th Avenue, Vancou	d Street, City, State, wer, B.C. V6K 2	Zip Code) 2J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	X Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, if individual) Reingold, David				
Business or Residence Address: (Number an 2267 West 10 th Avenue, Vancou	d Street, City, State, Iver, B.C. V6K	Zip Code) 2 J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	X Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Strang, Andrew				
Business or Residence Address: (Number ar 2267 West 10 th Avenue, Vancou	d Street, City, State, Iver, B.C. V6K	Zip Code) 2 J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, if individual) Reznik, George				
Business or Residence Address: (Number an 2267 West 10 th Avenue, Vancou	d Street, City, State, Iver, B.C. V6K	Zip Code) 2J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last name first, if individual) Markin, Marco				
Business or Residence Address: (Number an 2267 West 10 th Avenue, Vancou	d Street, City, State,	Zip Code) 2J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	X Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Muroff, Orlee				
Business or Residence Address: (Number an 2267 West 10 th Avenue, Vancou	d Street, City, State, Iver, B.C. V6K	Zip Code) 2J1 CANADA		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Genovese, Robert (c/o BG Cap	ital Group Ltd.)			
Business or Residence Address: (Number an Slot 2000 A.P. 59223, Nassau, 1		Zip Code)		

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

					В.	INFO	RMAT	ON A	BOUT	OFFE	RING				· · · · · · · · · · · · · · · · · · ·
1. Has the	e issuei swer als	r sold, o so in Ap	r does t pendix,	the issue Column	er inter 2, if fi	nd to sel ling und	l, to no er ULC	n-accre E.)	dited in	vestors	in this o	offering?		Yes	No X
2. What is	s the mi	inimum	investm	ent that	will be	accept	ed fron	n any in	dividua	l?				. \$	N/A
3. Does ti	ne offer	ing perr	nit joint	owners	hip of a	a single	unit?	•••••						Yes X	No
similar associa dealer.	remune sted per If mo	eration for rson or ore than	for solic agent o i five (5	itation of a broke	f purch er or dons ins to	nasers ir ealer reg	n conne	ection w	ith sale ne SEC	s of sec	urities i vith a s	n the offerin tate or state	g. If a pers	on to barne of	mmission or e listed is an the broker or set forth the
Full Name ((Last na	me first,	if indivi	dual)											 .
Lane (Capita	l Mark	ets LL	С											
Business of			•			reet, City		, Zip Co	de)						· · · · · · · · · · · · · · · · · · ·
Name of As	sociate	d Broke	r or Dea	ler											
States in wi														🗌	All States
AL	AK	ΑZ	AR	CA	CO	CT	DĒ	DC	FL	GA	HI	ID			
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО			
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA			
RI	SC	SD	TN	TX	UΤ	VT	VA	WA	WV	WI	WY	PR			
Full Name (Business or					and St	reet, City	, State	, Zip Co	de)			· · · · · ·		<u> </u>	
Name of As	sociate	d Broke	r or Dea	ler										-	
States in wh									rs						All States
AL	AK	ΑZ	AR	CA	СО	CT	DE	DC	FL	GA	HI	ID			
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO			
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA			
RI	sc	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR			
Full Name (Last na	me first,	if indivi	dual)			·								
Business or	Reside	nce Add	dress: (Number	and St	reet, City	, State	, Zip Co	de)		·				
Name of As	sociate	d Brokei	r or Dea	ler											
States in wh									_						All States
•													••••••		
AL IL	AK IN	AZ IA	AR KS	CA KY	CO	CT ME	DE MD	DC MA	FL	GA MNI	HI MS	ID MO			
MT	NE	NV	NH	NJ	LA NM	ΝĘ	NC	ND	MI OH	MN OK	OR	PA			
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR			
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF PRO	CEEL	<u> </u>
1. Enter the Aggregate 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.	Aggregate Offering <u>Price</u>		Amount Already Sold
Type of Security Debt\$	<i>-</i> 0-	\$	-0-
Equity\$		\$	-0-
Common Preferred			
Convertible Securities (including warrants)	9,360,000	\$	9,360,000
Partnership Interests	-0-	\$	
Other (Specify:)\$	<u>-0-</u>	\$	
Total\$	9,360,000	\$	9,360,000
(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."	Number of Investors		Aggregate Dollar Amount of Purchases
Accredited Investors		\$.	9,360,000
Non-accredited Investors.	-0-	\$	-0-
Total (for filings under Rule 504 only)	N/A	\$	N/A
(Answer also in Appendix, Column 4, if filing under ULOE.)			
 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 Security		Dollar Amount Sold
Rule 505		\$	N/A
Regulation A		\$	N/A
Rule 504		\$	N/A
Total		\$	N/A
		-	
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		S	-0-
Legal Fees		X \$	20,000
Accounting Fees		\$	-0-
Engineering Fees		\$	-0-
Sales Commissions (specify finders' fees separately) (1)		X \$	374,400
Other Expenses (Identify: Blue Sky fees)		X \$	2,335
Total		X \$	396,735

⁽¹⁾ Represents 4% placement fee.

	C. OFFERING PRICE, NU	IMBER OF INVESTORS	S, EXPENSES	AND	USE OF PR	OCEED	S
	b. Enter the difference between the Part C—Question 1 and total expense. 4.a. This difference is the *adjusted of	es turnished in response to F	Part C—Question				9 063 305
	4.a. This difference is the adjusted (poss proceeds to the issuer.	4 94 0 1 7 4 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	*******		········ • _	0,803,205
(indicate below the amount of the actoroposed to be used for each of tourpose is not known, furnish an estimate. The total of the payments to the issuer set forth in response to the second control of the payments.	he purposes shown. If th stimate and check the box listed must equal the adjust	e amount for any to the left of the ed gross proceeds	' }			
					Payments to Officers, Directors & <u>Affiliates</u>		Payments to Others
	Salaries and fees			\$	-0-	S	-0-
	Purchase of real estate			□ \$		\$	-O-
	Purchase, rental or leasing and ins				-0-	s	-0-
	Construction or leasing of plant bui	-	• •				_ _
		_		□ *.		□*-	<u>-0-</u>
	Acquisition of other business (inclu offering that may be used in excha-	ding the value of securities in nge for the assets or securiti	nvolved in this es of another				
	issuer pursuant to a merger)			\$	-0-	□ \$_	0
	Repayment of indebtedness			\$	-0-	\$ _	-0-
	Working capital	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	•••••	\$	-0-	X \$_	8,963,265
	Other (specify):						
				\$	-0-	_\$_	-0-
				\$	-0-	\$ _	-0-
	Column Totals	/*************************************	********************	. 🗀 \$	-0-	X \$	8,963,265
	Total Payments Listed (colur	nn totale added)					
	Total Edyfficinia Edica (colum	in otos accepiani	*************************		[<u>A]</u> ¥ <u> </u>	00,200	-
	· · · · · · · · · · · · · · · · · · ·	D. FEDERAL SIG	NATURE				
The	ssuer has duly caused this notice			zed p	erson. If this	notice is	filed under
Rule Com	505, the following signature constimission, upon written request of its spraph (b)(2) of Rule 502.	tutes an undertaking by th	e issuer to fumis	h to t	he U.S. Seçui	rities and	l Exchange
	(Print or Type)	Signature	Ţ	Date	1 /		
1	Clearly Canadian Beverage Corporation		 -	\mathcal{H}	121/07		
Vame	of Signer (Print or Type)	Title of Signer			<u>, </u>		
	Brent Lokash	ive O	fficer				
		ATTENTIO			EN		
Inte	ntional misstatements or omis	sions of fact constitute	tederal crimina	ii viol	ations. (See	<u> 18 U.S.(</u>	<u>5. 1001.)</u>

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