FORM D

SEC Mall Processing

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

FORM D

OMB Number: 3235-0076

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OMB APPROVAL

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Washington, DG

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

Prefix Serial DATE RECEIVED

SEC USE ONLY

UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering (\Box Check if this is an amendment and name has changed, and indicate change.)	
Private Placement of Series H Preferred Stock and Warrants	
Filing Under (Check box(es) that apply): ☐Rule 504 ☐Rule 505 ☐Rule 506 ☐Section 4(6) ☐	JULOE
Type of Filing: New Filing Amendment	- I I I I I I I I I I I I I I I I I I I
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.)	08024017
MSGI Security Solutions, Inc. (the "Company")	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
575 Madison Avenue, 10 th Floor, New York, NY 10022	(917) 339-7150
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
	DROCEOGES
Brief Description of Business	A LINGESSED
The Company is a provider of proprietary security solutions to commercial and government	42
organizations.	FEB 0 6 2008
Type of Business Organization	
☑ corporation ☐ limited partnership, already formed ☐ other (pleas	e specify): THOMSON
☐ business trust ☐ limited partnership, to be formed	FINANCIAL
Month Year	
	ctual
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
·	NV
CN for Canada; FN for other foreign jurisdiction)	1// /

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.

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.

		A. BASIC IDE	NTIFICATION DATA	·	
2. Enter the information r	equested for the				
			ed within the past five ye		
securities of the is	suer;				of, 10% or more of a class of equity
Each executive of	ficer and director	of corporate issuers and	d of corporate general ar	id managing pai	rtners of partnership issuers; and
 Each general and 	managing partne	r of partnership issuers.			
				Mari	El al adda Managing Borran
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, Barbera, J. Jeres	my				
Business or Residence Add 575 Madison Av	ress (Number and enue, 10 th Floor,	d Street, City, State, Zip New York, NY 10022	Code)	,	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, Peters, Joseph					
Business or Residence Add 575 Madison Av	ress (Number and enue, 10 th Floor	d Street, City, State, Zip , New York, NY 10022	Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first Mitchell, Richar					
Business or Residence Add 575 Madison Av	lress (Number an venue, 10 th Floor	d Street, City, State, Zip , New York, NY 10022	Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first Jones, Seymour					
Business or Residence Add 575 Madison Av	iress (Number an venue, 10 th Floor	d Street, City, State, Zip , 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 Stoller, David	i, if individual)		·		
Business or Residence Add 575 Madison Av	iress (Number an venue, 10 th Floor	nd Street, City, State, Zip r, New York, NY 10022	p Code)		·
Check Box(es) that Apply:	: Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name firs Gerlach, John	t, if individual)				
Business or Residence Add 575 Madison A	dress (Number ar venue, 10 th Floor	nd Street, City, State, Zi r, New York, NY 10022	p Code)		
		R INFORMAT	TION ABOUT OFFER	ING	
1 Handha !	n door the ingues		credited investors in this		Yes No 🖂 🔯
1. Has the issuer sold, o	r does the issuer		ix, Column 2, if filing u		الاستا لينيا ٠٠٠٠
2. What is the minimum	investment that		ny individual?		\$ <u>N/A</u>
 Does the offering per 	mit joint owners	hip of a single unit?		************************	Yes No □

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 (La	ast name fi	rst, if indi	vidual)	·			· · · · · · · · · · · · · · · · · · ·					
Business or R 4218 West Li		•			y, State, Z	ip Code)						
Name of Asso			aler									
Midtown Par States in Whie			Solicited	or Intends	to Solicit	Purchaser	rs			·		
•												All States
(Check "	All States'			-								
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA]X [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	{CT} [ME] [NY]X [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (L	ast name f	irst, if indi	vidual)									
Business or R	esident Ac	ldress (Nu	mber and	Street, Cit	y, State, Z	ip Code)						
Name of Asso	ociated Bro	oker or De	aler									
States in Whi	ch Person	Listed Ha	Solicited	or Intends	to Solici	Purchase	rs					
(Check '	'All States	" or check	individua	l States)								All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (L	ast name f	irst, if ind	ividual)	· · ·		•••						
Business or F	Resident A	ddress (Ni	ımber and	Street, Cit	y, State, 2	Zip Code)	·				-	
Name of Ass	ociated Br	oker or De	aler		14.41							
States in Whi	ich Person	Listed Ha	s Solicited	or Intend	s to Solici	t Purchase	ers	•				· · · · · · · · · · · · · · · · · · ·
(Check	"All States	" or check	individua	ıl States) .		· · · · · · · · · · · · · · · · · · ·			.,	••••••		All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

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

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USI	S OF PROCEEDS	
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.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$N/A	\$N/A
Equity	\$_5,000,000	\$ <u>5,000,000</u>
☐ Common ☐ Preferred (see footnote 1)		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$N/A	\$N/A
Other (Specify)	\$N/A	\$N/A
Total	\$_5,000,000	\$_5,000,000
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 Investors	Aggregate Dollar Amour of Purchases
Accredited Investors (In the U.S.)	6	\$_5,000,000
Non-accredited Investors	N/A	\$N/A
Total (for filings under Rule 504 only)	N/A	\$N/A
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
Type of offering	Security	Amount Solo
Rule 505	N/A	
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$N/A
Total	N <u>/A</u>	\$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		□ \$
Printing and Engraving Costs		\$
Legal Fees		⋈ \$ <u>250,000</u>
Accounting Fees	•	□ ` \$

Engineering Fees

□ \$__

¹ The Company issued 5,000,000 shares of Series H Convertible Preferred Stock and warrants to purchase 5,000,000 more shares of common stock for an aggregate purchase price of \$5,000,000.

Sales Commissions (specify finders' fees separately)		⊠ \$ <u>160.000</u>
Other Expenses (identify)		□ \$
Total		
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 gross proceeds to the issuer."		\$ <u>4,590,000</u>
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 the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.		
	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and fees	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Purchase of real estate	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Purchase, rental or leasing and installation of machinery and equipment	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Construction or leasing of plant buildings and facilities	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$ <u>N/A</u>	□ \$ <u>`N/A</u>
Repayment of indebtedness	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Working capital	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Other (specify): Investment in Current Technology Corporation	□ \$ <u>N/A</u>	⊠ \$ <u>4,590,000</u>
	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Column Totals	□ \$ <u>N/A</u>	□ \$ <u>N/A</u>
Total Payments Listed (column totals added)	⊠ \$ <u>4,</u>	590,000

	issuer to furnish to the U.S. Securities and Exchange Commission, upon written request any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.
Issuer (Print or Type)	Signature Date January 2, 2008
MSGI Security Solutions, Inc.	the character
Name of Signer (Print or Type)	Title of Signer (Print of Type)
Richard Mitchell	Treasure

D. FEDERAL SIGNATURE

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

ATTENTION

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

	E. STATE	SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any such rule?	
	See Appendix, Column	5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state at D (17 CFR 239.500) at such times as required by state law.	Iministrator of any state in which this notice is filed a notice on Form
3.	The undersigned issuer hereby undertakes to furnish to the state ad to offerees.	ministrator, upon written request, information furnished by the issuer
4.		the conditions that must be satisfied to be entitled to the Uniform ce is filed and understands that the issuer claiming the availability of have been satisfied.
	e issuer has read this notification and knows the contents to be tru dersigned duly authorized person.	e and has duly caused this notice to be signed on its behalf by the
Isst	uer (Print or Type) MSGI Security Solutions, Inc.	Signature January 2008
Na	me of Signer (Print or Type) Richard Mitchell	Title of Signer (Print or Type) Treasurer

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)	3			4		1	5	
	Intend		Type of security and aggregate							
	to non-ac	ccredited	offering price			investor and rchased in State		explanation of waiver		
	investors (Part B-		offered in state (Part C-Item 1)		granted) (Part E-Item 1)					
	(1 4.1 2			Number of		C-Item 2) Number of				
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No	
AL		X								
AK		X								
AZ		X								
AR		X								
CA		X	Series H Preferred Stock and Warrants	2	\$2,000,000	0	n/a	n/a	n/a	
со		x								
СТ		X								
DE		х								
DC		X					ř			
FL		X								
GA		X								
HI		X								
ID		X								
IL	<u></u>	X								
IN		X								
IA		X								
KS		X				<u> </u>		1		
KY		X								
LA		X							<u> </u>	
ME	-	X								
MD		X	-							
MA		X			ļ					
MI		X						· ·		
MN		X						ļ	<u> </u>	
MS		X							ļ	
МО		X							ļ <u>-</u>	
MT		· X		-						
NE		X					<u>l </u>		<u> </u>	

APPENDIX

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1		2	3 Type of security						5 Disqualification under state ULOE		
ļ		to sell	and aggregate		(if yes, attach						
		ccredited s in State	offering price offered in state		Type of	investor and rchased in State			on of waiver		
		s in State -Item 1)	(Part C-Item 1)		amount pu (Part	C-Item 2)		(Part E	nted) E-Item 1)		
	(12.12		(* 44.5 5 10.11.2)	Number of	[Number of		(
1.		_		Accredited		Non-Accredited	•				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No		
NV		X						 			
NH		X									
NJ		X.									
NM		X									
NY		X	Series H Preferred Stock and Warrants	4	\$3,000,000	0	n/a	n/a	n/a		
NC		X									
ND		X									
ОН		Χ.									
ОК		X									
OR		X							<u> </u>		
PA		X									
RI		X									
SC		X									
SD		X									
TN		X	· · · · · · · · · · · · · · · · · · ·								
TX		X	-						<u> </u>		
UT		X						-			
VT		X						-	-		
VA		X									
WA	-	X									
WV		X	<u>.</u>								
WI		X				ļ					

APPENDIX

l		2	3			4			5 .	
			1					Disqual	ification	
] :	•		Type of security					under sta	ate ULOE	
	Intend	to sell	and aggregate							
İ	to non-a	ccredited	offering price		Type of investor and					
	investor	s in State	offered in state		amount purchased in State					
	(Part B	-ltem 1)	(Part C-Item 1)		(Part C-Item 2)					
				Number of		Number of				
	,			Accredited		Non-Accredited		:	1	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
WY		X ·								
PR		X								

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