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

FORM D

1311835

OMB APPROVAL
OMB Number: 3235-0076
Expires: July 31, 2008
Estimated average burden
hours per response......16.00

SEC USE ONLY					
Prefix		Serial			
DAT	E RECEI	VED			

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	this is an amendment and name has changed, and indica	ate change.)	
	es of AAC Group Holding Corp. at apply): Rule 504 Rule 505 Rule 506		IIII BB I II (B))) B P (B) B) III B B) (B) B) B
Type of Filing: New Filing	Section 4(6) ULUE	1/(( 10(0), 10)))	
Type of Filing: 1×1 New Filing	ICATION DATA		
Enter the information reques	ICATION DATA	ruu oo noo Tarka oo ioo Briskê biidd Tarkê biilin bibri kêdê	
	s is an amendment and name has changed, and indicate	change \	08056854
AAC Group Holding Corp.	, is an amendment and name has changed, and indicate	change.	
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (includ	ing Area Code)
c/o American Achievement Co	orporation	(512) 444-0571	
7211 Circle S Road			
Austin, TX 78745			
	Operations (Number and Street, City, State, Zip Code)	Telephone Number (includ	ing Area Code)
(if different from Executive Off	ices)		<del></del>
Brief Description of Business	e jewelry and recognition products.		
Type of Business Organization	: Jeweny and recognition products.		DDOOFCCED
corporation	☐limited partnership, already formed		PROCESSED
	<b>,</b> ,,	other (please specify):	<b>€</b> 187
☐ business trust	☐limited partnership, to be formed		AUG 0.6 2008 5
	Month Year		·
Actual or Estimated Date of Inc	orporation or Organization: 1 1 0 4	☐ Actual ☐ Estimated	THOMSON REUTERS
Jurisdiction of Incorporation or	Organization: (Enter two-letter U.S. Postal Service abb	breviation for State:	II IOIVIOOIVI REGIERO
	CN for Canada; FN for other for	oreign jurisdiction) DE	
GENERAL INSTRUCTIONS			
Federal:			
	cing an offering of securities in reliance on an exemption	n 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	e filed no later than 15 days after the first sale of securit	ties in the offering. A notice is deemed fil	ed with the U.S. Securities and
	n the earlier of the date it is received by the SEC at the		
	y United States registered or certified mail to that addre		
Where to File: U.S. Securities a	and Exchange Commission, 450 Fifth Street, N.W., Was	shington, D.C. 20549.	
Coming Paguined: Five (5) comi	es of this notice must be filed with the SEC, one of which	ah must ha manually signed. Any conies	not manually cionad must be
	ned copy or bear typed or printed signatures.	en must be manually signed. Any copies	not manually signed must be
photocopies of the manually sig	ned copy of bear typed of printed signatures.		
	iling must contain all information requested. Amendme , and any material changes from the information previou		
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.

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 (5/91)

			A. BASIC II	DENTIFICATION DAT	ΓA		
2 Enter	the information rec	mested for the	following:				
X				ed within the past five ye	ears:		
X						% or more of a class of equity securities	
	of the issuer;	naving air	power to vote or anapol	o, or an ove the rote of an	.pos	, 0 0, 1110, 0 0, 1 0,1100 0, 0411, 0001111100	
Х		ficer and direct	or of corporate issuers a	nd of comorate general ar	nd managing pa	rtners of partnership issuers; and	
X			ner of partnership issuers		5 51	, ,	
	ox(es) that Apply:	Promoter	Beneficial Owner		□ Director	General and/or Managing Partner	
	ne (Last name first, i, Donald J.	if individual)					
			nd Street, City, State, Zip , 7211 Circle S Road, A				
	ox(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	General and/or Managing Partner	
	ne (Last name first,		Deliciteiai Owilei	Z Executive Officer		General and of Managing Farmer	
Bench, S	Sherice P.	·	15 6				
			nd Street, City, State, Zip , 7211 Circle S Road, A				
	ox(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner	
	ne (Last name first,	if individual)					
	rishnan, Kris	(A) 1	10 0 0 7.	0.13			
			nd Street, City, State, Zip				
			7211 Circle S Road, A				
	ox(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner	
	ne (Last name first,	if individual)					
	tte, Mac		d Chart City State 7	· Cada)			
			nd Street, City, State, Zig h Street, 59th Floor, Ne				
						C. C. and a strong Name of the Parties	
	ox(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	General and/or Managing Partner	
	ne (Last name first,	if individual)					
	n, David	01	- I Charle City Charle Zie	C-1-1			
			nd Street, City, State, Zip 7211 Circle S Road, A				
			_		<b>⊠</b> D:	ПС	
	ox(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner	
	ne (Last name first,	if individual)					
Kleeger,		ogg (Mumbar o	ad Street City State 7in	· Code)			
		,	nd Street, City, State, Zip 7211 Circle S Road, A	-			
	ox(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner	
	ne (Last name first,				Z Birector	C Central and or Managing Farmer	
Bowers,	•	ii iiidividuai)					
		ess (Number ar	nd Street, City, State, Zip	Code)			
			7211 Circle S Road, A				
	ox(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner	
	ne (Last name first,						
	zie, Jean Ann						
		ess (Number ar	nd Street, City, State, Zip	Code)	<del></del>		
c/o American Achievement Corporation, 7211 Circle S Road, Austin, TX 78745							
Check B	ox(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
	ne (Last name first,					<u> </u>	
	W. Gregg	,					
		ess (Number ar	nd Street, City, State, Zip	Code)			
			Street 59th Floor Ne	•			

☐ Executive Officer

□ Director

☐ Beneficial Owner

Check Box(es) that Apply: Promoter

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Fenway Partners LLC, 152 West 57th Street, 59th Floor, New York, NY 10019

Lamm, Peter

☐ General and/or Managing Partner

Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last name first,	Full Name (Last name first, if individual)									
American Achievement Corporation										
Business or Residence Address (Number and Street, City, State, Zip Code)										
7211 Circle S Road, Austin, TX 78745										

						B. INFO	RMATIC	N ABOU	T OFFER	RING					
1. Н	las the	issuer sol	d, or does t	he issuer in	tend to sell	, to non-acc	redited inv	estors in thi	s offering?	***************************************			•••••	Yes	No ⊠
					1	Answer also	in Append	lix, Column	2, if filing	under ULO	E.				
2. W									\$ N/A						
	-								Yes	No					
J. D	5. Both the strength of the st								Ø						
re pe fi	emuner erson o	ration for a	solicitation f a broker o	of purchas r dealer reg	ers in conne sistered with	ection with the SEC a	sales of sec nd/or with:	urities in th a state or st	e offering. ates, list the	or indirectly If a person a name of the	to be listed e broker or	is an assoc dealer. If i	iated more than		
Full Nan N/A	ne (Las	st name fi	rst, if indiv	idual)											
	or Re	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip (	Code)					,			
Name of	Assoc	iated Bro	ker or Deal	er											
States in	Which	Person L	isted Has S	Solicited or	Intends to	Solicit Purc	hasers							•	
(C)	heck "A	All States'	or check i	ndividual S	tates)						П	All States			
	AL]	[AK]	[AZ]				[CT]	[DE]		[FL]			(ID)		
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Full Nan	ne (Las	t name fi	rst, if indivi	dual)											
Business	or Re	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)	· · · ·				U			
Name of	Assoc	iated Bro	ker or Deal	er				-							
States in	Which	Person L	isted Has S	Solicited or	Intends to	Solicit Purc	hasers			•					
(Check "	All Sta	ites" or ch	neck individ	lual States)				***************************************	***************************************			All States			
[AI		[AK]	[AZ]	[AR]	[CA]	[CO]	CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL] [M	-	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]		
[RI	]	[SC]	[SD] rst, if indivi	[TN]	[TX]	[UT]	įvtj	[VA]	[WA]	[wvj	[wɪj	[wY]	[PR]		
Business	or Res	sidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)								
Name of	Assoc	iated Brol	ker or Deale	er											
States in	Which	Person L	isted Has S	Solicited or	Intends to S	Solicit Purc	hasers								
(Check ".	All Sta	ites" or ch	eck individ	lual States)		***************		*************	************			All States			
[AI		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL] [M' [RI	T]	[IN] [NE] [SC]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [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.	•	
	T. 60	Aggregate Offering	Amount Already
	Type of Security	Price	Sold
	Debt	\$ 129,425,000	\$ 129,425,000
	Equity	<u> </u>	\$
	☐ Common ☐ Preferred		ı
	Convertible Securities (including warrants)	<u> </u>	\$
	Partnership Interests	<u>s</u>	\$
	Other (Specify)	<u>\$</u>	\$
	Total	\$ 129,425,000	\$ 129,425,000
	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 Amount of Purchases
	Accredited Investors	40	\$ 129,425,000
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		s
	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 offering	Type of Security	Dollar Amount Sold
	Rule 505		s
	Regulation A		s
	Rule 504	•	s
	Total		S
1.	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		s
	Printing and Engraving Costs		S
	Legal Fees	⊠	\$ 400,000
	Accounting Fees		S
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify		s

 $\boxtimes$ 

\$ 400,000

4.	expenses furnished in response to Part C - Question	ring price given in response to Part C - Question 1 and total n 4.a. This difference is the "adjusted gross proceeds to the			
	issuer."			\$ 129,025,000	
5.	the purposes shown. If the amount for any purpose	oceeds to the issuer used or proposed to be used for each of e is not known, furnish an estimate and check the box to the d must equal the adjusted gross proceeds to the issuer set			
			Payments to Officers, Directors, & Affiliates	Payments To Others	
	Salaries and fees		□ s	□s	
	Purchase of real estate		□s	□ <b>\$</b>	
	Purchase, rental or leasing and installation of mach	inery and equipment	□ <b>s</b>	□s	
	Construction or leasing of plant buildings and facil	ities	<u></u> <u>s</u>	□ <b>s</b>	
	Acquisition of other businesses (including the valu offering that may be used in exchange for the asset pursuant to a merger)	□ <b>s</b>	□s		
	Repayment of indebtedness	s	□s		
	Working capital		□ <b>s</b>	□ <b>s</b>	
	ter (specify): "The Issuer is soliciting consents to a receive any proceeds from this offering".	amend the terms of the outstanding Notes. The Issuer will	□ s	⊠ \$ 129,025,000	
	Column Totals			☑ \$ 129,025,000	
	Total Payments Listed (column totals added)		⊠ \$ 129,025,000		
		D. FEDERAL SIGNATURE			
an ur		undersigned duly authorized person. If this notice is filed under ties and Exchange Commission, upon written request of its staff tule 502.			
İss	er (Print or Type) C Group Holding Corp.	Signature Date July 2	<b>%</b> , 2008		
	me of Signer (Print or Type) nald J. Percenti	Title of Signer (Print of Type) Director, President and Chief Executive Officer of the Issu	er		

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

ATTENTION

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

