

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-01-15**
SEC Accession No. [0001386847-13-000003](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

HEITMAN AMERICA REAL ESTATE TRUST L P

CIK: [1386847](#) | IRS No.: [208359376](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-98848](#) | Film No.: [13529262](#)

Mailing Address

*191 NORTH WACKER DR
SUITE 2500
CHICAGO IL 60606*

Business Address

*191 NORTH WACKER DR
SUITE 2500
CHICAGO IL 60606
312-855-5700*

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden	
hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001386847](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [HEITMAN AMERICA REAL ESTATE TRUST L P](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
 Other
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [HEITMAN AMERICA REAL ESTATE TRUST L P](#)
Street Address 1 [191 NORTH WACKER DR SUITE 2500](#) Street Address 2
City [CHICAGO](#) State/Province/Country [ILLINOIS](#) ZIP/Postal Code [60606](#) Phone No. of Issuer [312-855-5700](#)

3. Related Persons

Last Name	First Name	Middle Name
TOGNARELLI	MAURY	R.
Street Address 1 c/o HEITMAN CAPITAL MANAGEMENT LLC	Street Address 2 191 NORTH WACKER DRIVE, SUITE 2500	
City CHICAGO	State/Province/Country ILLINOIS	ZIP/Postal Code 60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[PRESIDENT OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER](#)

Last Name	First Name	Middle Name
PERISHO	DAVID	B.
Street Address 1 c/o HEITMAN CAPITAL MANAGEMENT LLC	Street Address 2 191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code

CHICAGO

ILLINOIS

60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

SENIOR VICE PRESIDENT OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER

Last Name	First Name	Middle Name
KEANE	BLAISE	P.
Street Address 1	Street Address 2	
c/o HEITMAN CAPITAL MANAGEMENT LLC	191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

EXECUTIVE VICE PRESIDENT OF HEITMAN CAPITAL MANAGEMENT LLC, THE MANAGING MEMBER OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER

Last Name	First Name	Middle Name
MCCARTHY	THOMAS	D.
Street Address 1	Street Address 2	
c/o HEITMAN CAPITAL MANAGEMENT LLC	191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

EXECUTIVE VICE PRESIDENT OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER

Last Name	First Name	Middle Name
EDELMAN	HOWARD	J.
Street Address 1	Street Address 2	
c/o HEITMAN CAPITAL MANAGEMENT LLC	191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

EXECUTIVE VICE PRESIDENT OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER

Last Name	First Name	Middle Name
KATZ	STUART	C.
Street Address 1	Street Address 2	
c/o HEITMAN CAPITAL MANAGEMENT LLC	191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

EXECUTIVE VICE PRESIDENT & ASSISTANT SECRETARY OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER

Last Name	First Name	Middle Name
SMITH	ROGER	E.
Street Address 1	Street Address 2	
c/o HEITMAN CAPITAL MANAGEMENT LLC	191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

EXECUTIVE VICE PRESIDENT, CHIEF COMPLIANCE OFFICER, TREASURER & ASSISTANT SECRETARY OF HEITMAN AMERICA REAL ESTATE TRUST, LLC, THE GENERAL PARTNER OF THE ISSUER

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input checked="" type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input checked="" type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| *Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| <input type="checkbox"/> Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | |
|--------------------------------------|---|
| Revenue Range | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |

- | | |
|---|---|
| <input type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
- Section 3(c)(1) Section 3(c)(9)
 Section 3(c)(2) Section 3(c)(10)
 Section 3(c)(3) Section 3(c)(11)
 Section 3(c)(4) Section 3(c)(12)
 Section 3(c)(5) Section 3(c)(13)
 Section 3(c)(6) Section 3(c)(14)
 Section 3(c)(7)

7. Type of Filing

- New Notice Date of First Sale [2007-01-04](#) First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [2,500,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
HEITMAN SECURITIES LLC	13620	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
HEITMAN SECURITIES LLC	13620	
Street Address 1	Street Address 2	
c/o HEITMAN CAPITAL MANAGEMENT LLC	191 NORTH WACKER DRIVE, SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
AJAY SHARMA	5336295	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
HEITMAN U.K. LIMITED	None	
Street Address 1	Street Address 2	
20 BALDERTON ST		
City	State/Province/Country	ZIP/Postal Code
LONDON	UNITED KINGDOM	W1K 6TL
State(s) of Solicitation <input type="checkbox"/> All States	<input checked="" type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
LEWIS INGALL	4340352	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
UNITED U.K. LIMITED	None	
Street Address 1	Street Address 2	
191 N. WACKER DR	SUITE 2500	
City	State/Province/Country	ZIP/Postal Code
CHICAGO	ILLINOIS	60606
State(s) of Solicitation <input type="checkbox"/> All States	<input checked="" type="checkbox"/> Foreign/Non-US	

13. Offering and Sales Amounts

Total Offering Amount	\$	USD or <input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$ 2,356,899,853	USD
Total Remaining to be Sold \$		USD or <input checked="" type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

14. Investors

- Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 50,000 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

\$50,000 for Heitman Securities LLC and 70,000 British pound per year for Heitman U.K. Limited (for non-U.S. investors only)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
HEITMAN AMERICA REAL ESTATE TRUST L P	/s/ David B. Perisho	David B. Perisho	Sr. Vice President of the general partner	2013-01-15

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.