

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2013-01-09** | Period of Report: **2012-12-31**
SEC Accession No. [0001047469-13-000130](#)

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

FILER

MAINSTREAM INVESTMENT ADVISERS LLC

CIK: [1056493](#) | IRS No.: [311546165](#) | State of Incorporation: **KY** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: [028-06888](#) | Film No.: [13520403](#)

Mailing Address

*101 W. SPRING STREET
4TH FLOOR
NEW ALBANY IN 47150*

Business Address

*101 W. SPRING STREET
4TH FLOOR
NEW ALBANY IN 47150
812-981-8100*

<Page>

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check here if Amendment ; Amendment Number:
This Amendment (check only one): is a restatement.
 adds new holdings entries.

Institutional Investment Management Filing this Report:

Name: Mainstream Investment Advisers LLC
Address: 101 West Spring Street
Fourth Floor
New Albany IN 47150

13F File Number: 28-6888

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it that all information contained herein is true correct and complete and that it is understood that all required items statements schedules lists and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Diane J. Hulls
Title: Director
Phone: 812-981-7053
Signature Place and Date of Signing:

Diane J. Hulls New Albany, Indiana January 7, 2013

Report Type (Check only one):

13F HOLDINGS REPORT.
 13F NOTICE.
 13F COMBINATION REPORT.

List of other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

<Page>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 79

Form 13F Information Table Value Total: \$145,290,000

<Page>

<Table>

<Caption>

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE SHARED NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Aaron's Inc	Common Stock	002535300	1244	43999	SH	Sole		43999
Asbury Automotive G	Common Stock	043436104	2636	82309	SH	Sole		82309
Arthur J Gallagher	Common Stock	363576109	928	26783	SH	Sole		26783
Alexander & Baldwin	Common Stock	014491104	674	22956	SH	Sole		22956
Allegiant Travel Co	Common Stock	01748X102	983	13391	SH	Sole		13391
AO Smith Corp	Common Stock	831865209	1693	26839	SH	Sole		26839
Aruba Networks Inc	Common Stock	043176106	1391	67069	SH	Sole		67069
Armstrong World Ind	Common Stock	04247X102	5213	102757	SH	Sole		102757
Braskem SA	Common Stock	105532105	789	59112	SH	Sole		59112
Beacon Roofing Sup	Common Stock	073685109	646	19410	SH	Sole		19410

Bunge Ltd	Common Stock	G16962105	5981	82280	SH	Sole	82280
Builders FirstSource	Common Stock	12008R107	1552	278054	SH	Sole	278054
Cabela's Inc	Common Stock	126804301	1757	42086	SH	Sole	42086
Cal-Maine Foods Inc	Common Stock	128030202	539	13391	SH	Sole	13391
Celadon Group Inc	Common Stock	150838100	1988	109997	SH	Sole	109997
Chuy's Holdings Inc	Common Stock	171604101	748	33478	SH	Sole	33478
Continental Resource	Common Stock	212015101	1127	15333	SH	Sole	15333
Comcast Corp	Common Stock	20030N101	1501	40177	SH	Sole	40177
iPath Dow Jones-UBS	ETF	06739H743	571	20000	SH	Sole	20000
Cresud SACIF y A	Common Stock	226406106	559	67242	SH	Sole	67242
Caesar Stone Sdot	Common Stock	M20598104	443	27739	SH	Sole	27739
Deutsche Bank AG	Common Stock	D18190898	1864	42088	SH	Sole	42088
Deltic Timber Corp	Common Stock	247850100	1486	21042	SH	Sole	21042
DR Horton Inc	Common Stock	23331A109	4749	240081	SH	Sole	240081
Eldorado Gold Corp	Common Stock	284902103	1639	127234	SH	Sole	127234
Facebook Inc	Common Stock	30303M102	3921	147296	SH	Sole	147296
Fortune Brands Home	Common Stock	34964C106	4332	148258	SH	Sole	148258
Franco-Nevada Corp	Common Stock	351858105	1148	20086	SH	Sole	20086
Market Vectors Jr G	ETF	57060U589	1193	60268	SH	Sole	60268
Goldcorp Inc	Common Stock	380956409	2352	64084	SH	Sole	64084
Georgia Gulf Corp	Common Stock	373200302	5370	130084	SH	Sole	130084
SPDR Gold Shares	ETF	78463V107	4537	28000	SH	Sole	28000
Home Loan Srvc Sol	Common Stock	G6648D109	307	16260	SH	Sole	16260
Hubbell Inc	Common Stock	443510201	1100	12998	SH	Sole	12998
Huntsman Corp	Common Stock	447011107	852	53564	SH	Sole	53564
IAMGOLD Corp	Common Stock	450913108	669	58346	SH	Sole	58346
iPath Dow Jones-UBS	ETF	06739F101	644	14000	SH	Sole	14000
St Joe Co/The	Common Stock	790148100	817	35390	SH	Sole	35390
Knight Transportat	Common Stock	499064103	616	42086	SH	Sole	42086
US Airways Group In	Common Stock	90341W108	3306	244864	SH	Sole	244864
Lennar Corp	Common Stock	526057104	1960	50695	SH	Sole	50695
Masco Corp	Common Stock	574599106	1578	94694	SH	Sole	94694
Mattel Inc	Common Stock	577081102	509	13909	SH	Sole	13909
MDC Holdings Inc	Common Stock	552676108	738	20086	SH	Sole	20086
Magnum Hunter Resou	Common Stock	55973B102	882	220953	SH	Sole	220953
Meritage Homes Corp	Common Stock	59001A102	750	20086	SH	Sole	20086
Oasis Petroleum Inc	Common Stock	674215108	428	13446	SH	Sole	13446
Potlatch Corp	Common Stock	737630103	5242	133910	SH	Sole	133910
Pike Electric Corp	Common Stock	721283109	256	26782	SH	Sole	26782
Pier 1 Imports Inc	Common Stock	720279108	4936	246783	SH	Sole	246783
ETFS Platinum Trust	ETF	26922V101	2422	16000	SH	Sole	16000
Primoris Services	Common Stock	74164F103	1079	71738	SH	Sole	71738
QUALCOMM Inc	Common Stock	747525103	947	15304	SH	Sole	15304
Rex Energy Corp	Common Stock	761565100	3104	238383	SH	Sole	238383
Royal Gold Inc	Common Stock	780287108	934	11479	SH	Sole	11479
Rollins Inc	Common Stock	775711104	401	18174	SH	Sole	18174
Range Resources Cor	Common Stock	75281A109	4207	66956	SH	Sole	66956
Rush Enterprises In	Common Stock	781846209	391	18915	SH	Sole	18915
Sanderson Farms Inc	Common Stock	800013104	637	13391	SH	Sole	13391
Starbucks Corp	Common Stock	855244109	1436	26782	SH	Sole	26782
Southern Copper Cor	Common Stock	84265V105	760	20086	SH	Sole	20086
Smithfield Foods In	Common Stock	832248108	722	33477	SH	Sole	33477
iShares Silver Trus	ETF	46428Q109	1645	56000	SH	Sole	56000
Snap-On Inc	Common Stock	833034101	1889	23915	SH	Sole	23915
Stillwater Mining	Common Stock	86074Q102	275	21521	SH	Sole	21521
Stanley Black & Dec	Common Stock	854502101	1981	26782	SH	Sole	26782
Target Corp	Common Stock	87612E106	4245	71745	SH	Sole	71745
Thermon Group Hold	Common Stock	88362T103	388	17217	SH	Sole	17217
Toll Brothers Inc	Common Stock	889478103	3463	107128	SH	Sole	107128
Trex Co Inc	Common Stock	89531P105	1246	33470	SH	Sole	33470
Texas Industries In	Common Stock	882491103	1127	22095	SH	Sole	22095
Ultra Petroleum Cor	Common Stock	903914109	1700	93757	SH	Sole	93757
USG Corp	Common Stock	903293405	2631	93737	SH	Sole	93737
Valmont Industries	Common Stock	920253101	4702	34434	SH	Sole	34434
Wells Fargo & Co	Common Stock	949746101	458	13391	SH	Sole	13391
Whirlpool Corp	Common Stock	963320106	2925	28744	SH	Sole	28744
Williams-Sonoma Inc	Common Stock	969904101	3812	87095	SH	Sole	87095
Weyerhaeuser Co	Common Stock	962166104	4018	144431	SH	Sole	144431
SPDR S&P Metals & M	ETF	78464A755	604	13391	SH	Sole	13391

</Table>