

SECURITIES AND EXCHANGE COMMISSION

FORM D

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.

Filing Date: **2013-01-28**
SEC Accession No. [0001567970-13-000001](#)

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

FILER

NW Office REIT Holdings LLC

CIK: [1567970](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-190850](#) | Film No.: **13550415**

Mailing Address

*C/O NORTHWOOD
INVESTORS LLC
575 FIFTH AVENUE, 23RD
FLOOR
NEW YORK NY 10017*

Business Address

*C/O NORTHWOOD
INVESTORS LLC
575 FIFTH AVENUE, 23RD
FLOOR
NEW YORK NY 10017
212-573-0800*

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) [0001567970](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [NW Office REIT Holdings LLC](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/
Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2012
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [NW Office REIT Holdings LLC](#)
Street Address 1 [C/O NORTHWOOD INVESTORS LLC](#) Street Address 2 [575 FIFTH AVENUE, 23RD FLOOR](#)
City [NEW YORK](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10017](#) Phone No. of Issuer [212-573-0800](#)

3. Related Persons

Last Name	First Name	Middle Name
Sullivan	Michael	P.
Street Address 1 c/o Northwood Investors LLC	Street Address 2 575 Fifth Avenue, 23rd Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kukral	John	Z.
Street Address 1 c/o Northwood Investors LLC	Street Address 2 575 Fifth Avenue, 23rd Floor	
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Aulis	Erwin	
Street Address 1 c/o Northwood Investors LLC	Street Address 2 575 Fifth Avenue, 23rd Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Cowan	Ross	
Street Address 1 c/o Northwood Investors LLC	Street Address 2 575 Fifth Avenue, 23rd Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wang	Jonathan	
Street Address 1 c/o Northwood Investors LLC	Street Address 2 575 Fifth Avenue, 23rd Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kudsi	Khaled	
Street Address 1 c/o Northwood Investors LLC	Street Address 2 575 Fifth Avenue, 23rd Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
O'Shaughnessy	Michael	
Street Address 1	Street Address 2	
c/o Northwood Investors LLC	575 Fifth Avenue, 23rd Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Tongalson	Vivian	
Street Address 1	Street Address 2	
c/o Northwood Investors LLC	575 Fifth Avenue, 23rd Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
NWSL LLC	n/a	
Street Address 1	Street Address 2	
c/o Northwood Investors LLC	575 Fifth Avenue, 23rd Floor	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Managing Member of the Isser

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input type="checkbox"/> No Revenues
\$1 - \$1,000,000 | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$1 - \$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 - \$100,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Decline to Disclose |
| | <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 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)
 - Section 3(c)(1)
 - Section 3(c)(2)
 - Section 3(c)(3)
 - Section 3(c)(4)
 - Section 3(c)(5)
 - Section 3(c)(6)
 - Section 3(c)(7)
 - Section 3(c)(9)
 - Section 3(c)(10)
 - Section 3(c)(11)
 - Section 3(c)(12)
 - Section 3(c)(13)
 - Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale [2013-01-17](#) 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 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

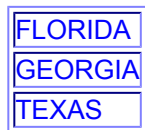
Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Charles Harrison	3071551	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
H & L Equities, LLC	113794	
Street Address 1	Street Address 2	
1175 Peachtree St., NE	100 Colony Square, Suite 2120	
City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30361
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	



Recipient	Recipient CRD Number <input type="checkbox"/> None	
Phyllis Beck	1020488	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
H & L Equities, LLC	113794	
Street Address 1	Street Address 2	
1175 Peachtree St., NE	100 Colony Square, Suite 2120	
City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30361

State(s) of Solicitation All States

Foreign/Non-US

GEORGIA
TEXAS

Recipient

Patrick Whelchel

(Associated) Broker or Dealer None

H & L Equities, LLC

Street Address 1

1175 Peachtree St., NE

City

Atlanta

State(s) of Solicitation All States

Recipient CRD Number None

5389090

(Associated) Broker or Dealer CRD Number None

113794

Street Address 2

100 Colony Square, Suite 2120

State/Province/Country

GEORGIA

Foreign/Non-US

ZIP/Postal Code

30361

GEORGIA

Recipient

Scott Harrison

(Associated) Broker or Dealer None

H & L Equities, LLC

Street Address 1

1175 Peachtree St., NE

City

Atlanta

State(s) of Solicitation All States

Recipient CRD Number None

4981070

(Associated) Broker or Dealer CRD Number None

113794

Street Address 2

100 Colony Square, Suite 2120

State/Province/Country

GEORGIA

Foreign/Non-US

ZIP/Postal Code

30361

GEORGIA

Recipient

Lori Mayfield

(Associated) Broker or Dealer None

H & L Equities, LLC

Street Address 1

1175 Peachtree St., NE

City

Atlanta

State(s) of Solicitation All States

Recipient CRD Number None

4899271

(Associated) Broker or Dealer CRD Number None

113794

Street Address 2

100 Colony Square, Suite 2120

State/Province/Country

GEORGIA

Foreign/Non-US

ZIP/Postal Code

30361

GEORGIA

13. Offering and Sales Amounts

Total Offering Amount \$ 125,000 USD or Indefinite
Total Amount Sold \$ 125,000 USD
Total Remaining to be Sold \$ 0 USD or 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 \$ 6,250 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

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
NW Office REIT Holdings LLC	Michael P. Sullivan	Michael P. Sullivan	Chief Financial Officer	2013-01-28

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.