

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: **2013-01-14**
SEC Accession No. [0001557276-13-000001](#)

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

FILER

APX Drilling Partners 2012-B, LP

CIK: [1557276](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-183598](#) | Film No.: **13527719**

Mailing Address
*119 W. TUPPER STREET
BUFFALO NY 14201*

Business Address
*119 W. TUPPER STREET
BUFFALO NY 14201
716-855-8090*

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) [0001557276](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [APX Drilling Partners 2012-B, LP](#) 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 [APX Drilling Partners 2012-B, LP](#)
Street Address 1 [119 W. TUPPER STREET](#) Street Address 2
City [BUFFALO](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [14201](#) Phone No. of Issuer [716-855-8090](#)

3. Related Persons

Last Name [Reich](#) First Name [Justin](#) Middle Name
Street Address 1 [119 W. Tupper Street](#) Street Address 2
City [Buffalo](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [14201](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[President of APX Energy, LLC the managing general partner and promoter of the issuer.](#)

Last Name [Cohen](#) First Name [David](#) Middle Name
Street Address 1 [119 W. Tupper Street](#) Street Address 2
City [Buffalo](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [14201](#)

Buffalo

NEW YORK

14201

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President of APX Energy, LLC the managing general partner and promoter of the issuer.

Last Name	First Name	Middle Name
Dancy	Scott	
Street Address 1	Street Address 2	
119 W. Tupper Street		
City	State/Province/Country	ZIP/Postal Code
Buffalo	NEW YORK	14201

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President of APX Energy, LLC the managing general partner and promoter 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 | 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 type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| <input type="checkbox"/> Other Banking & Financial Services | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| Energy | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Energy Conservation | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Environmental Services | | |
| <input checked="" 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 checked="" type="checkbox"/> Decline to Disclose | <input 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 [2010-09-20](#) 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)

- Pooled Investment Fund Interests Equity
 Tenant-in-Common Securities Debt
 Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security 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
American Portfolios Financial Services, Inc.	18487
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
None	None
Street Address 1	Street Address 2

4250 Veterans Memorial Hwy

City
Holbrook
State(s) of Solicitation All States

State/Province/Country
NEW YORK
 Foreign/Non-US

ZIP/Postal Code
11741

Recipient
Ameritas Investment Corp.
(Associated) Broker or Dealer None
None

Recipient CRD Number None
14869
(Associated) Broker or Dealer CRD Number None
None

Street Address 1
5900 "O" Street

Street Address 2

City
Lincoln
State(s) of Solicitation All States

State/Province/Country
NEBRASKA
 Foreign/Non-US

ZIP/Postal Code
68505

Recipient
Calton & Associates, Inc.
(Associated) Broker or Dealer None
None

Recipient CRD Number None
20999
(Associated) Broker or Dealer CRD Number None
None

Street Address 1
14497 N. Dale Mabry Hwy

Street Address 2
Suite 215

City
Tampa
State(s) of Solicitation All States

State/Province/Country
FLORIDA
 Foreign/Non-US

ZIP/Postal Code
33618

Recipient
Concorde Investment Services, LLC
(Associated) Broker or Dealer None
None

Recipient CRD Number None
151604
(Associated) Broker or Dealer CRD Number None
None

Street Address 1
1120 East Long Lake Rd

Street Address 2
Suite 100

City
Troy
State(s) of Solicitation All States

State/Province/Country
MICHIGAN
 Foreign/Non-US

ZIP/Postal Code
48085

- ALABAMA
- ARIZONA
- ARKANSAS
- CALIFORNIA
- COLORADO
- CONNECTICUT

DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

Recipient

Harbor Light Securities, LLC

(Associated) Broker or Dealer None

Recipient CRD Number None

130227

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

20 Towne Drive

Suite 138

City

State/Province/Country

ZIP/Postal Code

Bluffton

SOUTH CAROLINA

29909

State(s) of Solicitation All States

Foreign/Non-US

ALABAMA
CALIFORNIA
FLORIDA
GEORGIA
ILLINOIS
KANSAS
MASSACHUSETTS
MISSOURI
NEW YORK
NORTH CAROLINA
OHIO
PENNSYLVANIA
SOUTH CAROLINA
SOUTH DAKOTA
TEXAS
VIRGINIA

Recipient

Recipient CRD Number None

Independent Financial Group, LLC

7717

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

12671 High Bluff Drive

Suite 200

City

State/Province/Country

ZIP/Postal Code

San Diego

CALIFORNIA

92130

State(s) of Solicitation All States

Foreign/Non-US

Recipient

Recipient CRD Number None

Inverness Securities, LLC

129914

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

2000 Auburn Drive

Suite 440

City

State/Province/Country

ZIP/Postal Code

Beachwood

OHIO

44122

State(s) of Solicitation All States

Foreign/Non-US

ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
FLORIDA
GEORGIA
INDIANA
KENTUCKY
MASSACHUSETTS
MINNESOTA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
PENNSYLVANIA
VIRGINIA
WASHINGTON
WISCONSIN

Recipient	Investors Capital Corp.	Recipient CRD Number <input type="checkbox"/> None	30613
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	None
Street Address 1	230 Broadway East 203	Street Address 2	
City	Lynnfield	State/Province/Country	MASSACHUSETTS
State(s) of Solicitation	<input checked="" type="checkbox"/> All States	ZIP/Postal Code	01940
		<input type="checkbox"/> Foreign/Non-US	

Recipient	J.P. Tunrer & Company, LLC	Recipient CRD Number <input type="checkbox"/> None	43177
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	None
Street Address 1	One Buckhead Plaza	Street Address 2	3060 Peachtree Rd NW, 11 Floor
City	Atlanta	State/Province/Country	GEORGIA
State(s) of Solicitation	<input checked="" type="checkbox"/> All States	ZIP/Postal Code	30305
		<input type="checkbox"/> Foreign/Non-US	

Recipient	JRL Capital	Recipient CRD Number <input type="checkbox"/> None	10225
(Associated) Broker or Dealer	<input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	

None

Street Address 1

20371 Irvine Avenue

City

Newport Beach

State(s) of Solicitation All States

None

Street Address 2

Suite A-140

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

92660

ARIZONA
CALIFORNIA
COLORADO
FLORIDA
IDAHO
ILLINOIS
MASSACHUSETTS
NEVADA
NEW JERSEY
NEW YORK
OREGON
TEXAS
WASHINGTON
WYOMING

Recipient

Madison Avenue Securities, Inc.

(Associated) Broker or Dealer None

None

Street Address 1

15050 Avenue of Science

City

San Diego

State(s) of Solicitation All States

Recipient CRD Number None

23224

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

Suite 150

State/Province/Country

CALIFORNIA

Foreign/Non-US

ZIP/Postal Code

92128

Recipient

The Strategic Financial Alliance, Inc.

(Associated) Broker or Dealer None

None

Street Address 1

2200 Century Parkway

City

Atlanta

State(s) of Solicitation All States

Recipient CRD Number None

126514

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

Suite 500

State/Province/Country

GEORGIA

Foreign/Non-US

ZIP/Postal Code

30345

Recipient

Recipient CRD Number None

Thomas M. Nixon & Assoc., Inc.
(Associated) Broker or Dealer None
None

17047
(Associated) Broker or Dealer CRD Number None
None

Street Address 1
4775 Wallingford Street

Street Address 2

City
Pittsburgh

State/Province/Country
PENNSYLVANIA

ZIP/Postal Code
15213

State(s) of Solicitation All States

Foreign/Non-US

ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
FLORIDA
GEORGIA
ILLINOIS
INDIANA
KENTUCKY
LOUISIANA
MARYLAND
MASSACHUSETTS
MICHIGAN
NEBRASKA
NEVADA
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
OHIO
PENNSYLVANIA
SOUTH CAROLINA
TEXAS
VIRGINIA
WEST VIRGINIA

Recipient
VFG Securities, Inc,
(Associated) Broker or Dealer None
None

Recipient CRD Number None
15121
(Associated) Broker or Dealer CRD Number None
None

Street Address 1
100 Corporate Pointe

Street Address 2
Suite 382

City
Culver City

State/Province/Country
CALIFORNIA

ZIP/Postal Code
90230

State(s) of Solicitation All States

Foreign/Non-US

ALABAMA
ARIZONA
CALIFORNIA
COLORADO
CONNECTICUT
FLORIDA
IDAHO
KENTUCKY
MARYLAND
MICHIGAN
NEBRASKA
NEVADA
NEW JERSEY
NEW YORK
NORTH DAKOTA
OHIO
OREGON
TENNESSEE
TEXAS
UTAH

Recipient	Recipient CRD Number <input type="checkbox"/> None	
ARI Financial Services, Inc.	137608	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
10740 Nall Avenue	Suite 235	
City	State/Province/Country	ZIP/Postal Code
Overland Park	KANSAS	66211
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Ashton Garnett Securities	118286	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
701 Tama Street	Building B	
City	State/Province/Country	ZIP/Postal Code
Marion	IOWA	52302
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ALABAMA
ARIZONA
CALIFORNIA

COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA
RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

Recipient

Recipient CRD Number None

Alliance Affiliated Equities Corp 23928
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
None None
Street Address 1 Street Address 2
7227 Metcalf Avenue #201
City State/Province/Country ZIP/Postal Code
Overland Park KANSAS 66204
State(s) of Solicitation All States Foreign/Non-US

Recipient Recipient CRD Number None
Berthel Fisher 13609
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
None None
Street Address 1 Street Address 2
701 Tama Street Building B
City State/Province/Country ZIP/Postal Code
Marion IOWA 52302
State(s) of Solicitation All States Foreign/Non-US

Recipient Recipient CRD Number None
Newbridge Securities Corp 104065
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
None None
Street Address 1 Street Address 2
1451 W. Cypress Creek Rd #204
City State/Province/Country ZIP/Postal Code
Fort Lauderdale FLORIDA 33309
State(s) of Solicitation All States Foreign/Non-US

Recipient Recipient CRD Number None
Perryman Securites 116502
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
None None
Street Address 1 Street Address 2
12221 Merrit Drive Suite 1660
City State/Province/Country ZIP/Postal Code
Dallas TEXAS 75251
State(s) of Solicitation All States Foreign/Non-US

ARIZONA

ARKANSAS
CALIFORNIA
COLORADO
FLORIDA
INDIANA
NEW JERSEY
NORTH CAROLINA
OKLAHOMA
SOUTH CAROLINA
TEXAS
WASHINGTON
WISCONSIN

Recipient	Recipient CRD Number <input type="checkbox"/> None	
WFG Investments, Inc.	22704	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
2711 North Haskell Avenue	Suite 2990	
City	State/Province/Country	ZIP/Postal Code
Dallas	TEXAS	75204
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Centaurus Financial, Inc	30833	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
2300 Katella Avenue	Suite 200	
City	State/Province/Country	ZIP/Postal Code
Anaheim	CALIFORNIA	92806
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA
INDIANA

13. Offering and Sales Amounts

Total Offering Amount \$ 23,000,000 USD or Indefinite
Total Amount Sold \$ 14,158,337 USD
Total Remaining to be Sold \$ 8,841,663 USD or Indefinite

Clarification of Response (if Necessary)

Offering is for \$15,000,000 and expandable to \$23,000,000 at the discretion of the managing general partner.

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 \$ 1,002,251 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

Based on received offering proceeds as of 12/31/12.

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.

\$ 1,167,083 USD Estimate

Clarification of Response (if Necessary)

Issuer paid the managing general partner a completion and engineering fee based on the issuer's share of the cost of wells drilled.

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
APX Drilling Partners 2012-B, LP	David Cohen	David Cohen	V.P. APX Energy, LLC	2011-12-31

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.
