

# 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: **2022-01-31**  
SEC Accession No. [0001305319-22-000001](#)

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

### FILER

#### **Invesco Core Real Estate - U.S.A., L.P.**

CIK: **1305319** | IRS No.: **201667094** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: **021-69951** | Film No.: **22574379**

Mailing Address  
*2001 ROSS AVENUE  
SUITE 3400  
DALLAS TX 75201*

Business Address  
*2001 ROSS AVENUE  
SUITE 3400  
DALLAS TX 75201  
(972) 715-7400*

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) [0001305319](#) Previous Name(s)  None Entity Type  
[Invesco Core Real Estate - U.S.A , L.P.](#)  Corporation  
Name of Issuer [INVESCO Core Real Estate - U.S.A , LLC](#)  Limited Partnership  
[Invesco Core Real Estate - U.S.A., L.P.](#)  Limited Liability Company  
Jurisdiction of Incorporation/Organization [INVESCO Core Real Estate U.S.A LLC](#)  General Partnership  
[DELAWARE](#)  Business Trust  
Year of Incorporation/Organization  Other  
 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  
[Invesco Core Real Estate - U.S.A., L.P.](#)  
Street Address 1 [2001 ROSS AVENUE](#) Street Address 2 [SUITE 3400](#)  
City [DALLAS](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [75201](#) Phone No. of Issuer [\(972\) 715-7400](#)

3. Related Persons

Last Name [IRI Core I, L.P.](#) First Name [\[Entity\]](#) Middle Name  
Street Address 1 [2001 Ross Avenue](#) Street Address 2 [Suite 3400](#)  
City [Dallas](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [75201](#)

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

[General Partner of the Issuer](#)

Last Name [IRI Core GP, LLC](#) First Name [\[Entity\]](#) Middle Name  
Street Address 1 [2001 Ross Avenue](#) Street Address 2 [Suite 3400](#)  
City [Dallas](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [75201](#)

Dallas

TEXAS

75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

General Partner of IRI Core I, L.P.

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Last Name	First Name	Middle Name
Invesco Realty, Inc.	[Entity]	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City Dallas	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Sole Member of IRI Core GP, LLC

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Last Name	First Name	Middle Name
Dennis	R.	Scott
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City Dallas	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

President and Chief Executive Officer of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Zayicek	Beth	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City Dallas	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Feinberg	Peter	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City Dallas	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
<a href="#">Kirby</a>	<a href="#">Michael</a>	<a href="#">C.</a>
Street Address 1	Street Address 2	
<a href="#">2001 Ross Avenue</a>	<a href="#">Suite 3400</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75201</a>

Relationship:  [Executive Officer](#)  [Director](#)  [Promoter](#)

Clarification of Response (if Necessary)

[Vice President of Invesco Realty, Inc.](#)

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Last Name	First Name	Middle Name
<a href="#">Geer</a>	<a href="#">Jason</a>	<a href="#">W.</a>
Street Address 1	Street Address 2	
<a href="#">2001 Ross Avenue</a>	<a href="#">Suite 3400</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75201</a>

Relationship:  [Executive Officer](#)  [Director](#)  [Promoter](#)

Clarification of Response (if Necessary)

[Vice President & Secretary of Invesco Realty, Inc.](#)

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Last Name	First Name	Middle Name
<a href="#">Rigsby</a>	<a href="#">Robert</a>	<a href="#">Harris</a>
Street Address 1	Street Address 2	
<a href="#">2001 Ross Avenue</a>	<a href="#">Suite 3400</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75201</a>

Relationship:  [Executive Officer](#)  [Director](#)  [Promoter](#)

Clarification of Response (if Necessary)

[Assistant Secretary and General Counsel of Invesco Realty, Inc.](#)

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Last Name	First Name	Middle Name
<a href="#">Phegley</a>	<a href="#">Lee</a>	
Street Address 1	Street Address 2	
<a href="#">2001 Ross Avenue</a>	<a href="#">Suite 3400</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Dallas</a>	<a href="#">TEXAS</a>	<a href="#">75201</a>

Relationship:  [Executive Officer](#)  [Director](#)  [Promoter](#)

Clarification of Response (if Necessary)

[Treasurer of Invesco Realty, Inc.](#)

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Last Name	First Name	Middle Name
<a href="#">Walker</a>	<a href="#">Duncan</a>	
Street Address 1	Street Address 2	
<a href="#">2001 Ross Avenue</a>	<a href="#">Suite 3400</a>	
City	State/Province/Country	ZIP/Postal Code

DALLAS

TEXAS

75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Crouch	Bert	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City DALLAS	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Executive Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Grubbs	Bill	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City DALLAS	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Hurley	Jay	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City DALLAS	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Kubiak	Dan	
Street Address 1 2001 Ross Avenue	Street Address 2 Suite 3400	
City DALLAS	State/Province/Country TEXAS	ZIP/Postal Code 75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Gregson	Mark	W.
Street Address 1	Street Address 2	
2001 Ross Avenue	Suite 3400	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Controller of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Cleghorn	Chris	
Street Address 1	Street Address 2	
2001 Ross Avenue	Suite 3400	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Vice President of Invesco Realty, Inc.

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Last Name	First Name	Middle Name
Depperschmidt	Alison	
Street Address 1	Street Address 2	
2001 Ross Avenue	Suite 3400	
City	State/Province/Country	ZIP/Postal Code
DALLAS	TEXAS	75201

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Assistant Treasurer of Invesco Realty, Inc.

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#### 4. Industry Group

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- Agriculture
- Banking & Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
    - Hedge Fund
    - Private Equity Fund
    - Venture Capital Fund
    - Other Investment Fund
  - \*Is the issuer registered as an investment company under the Investment Company Act of 1940?
    - Yes  No
  - 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

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## 5. Issuer Size

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- | 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                 |

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

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- 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)

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## 7. Type of Filing

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New Notice Date of First Sale [2004-10-01](#)  First Sale Yet to Occur

Amendment

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## 8. Duration of Offering

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

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

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- 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)  
[limited partnership interests](#)

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## 10. Business Combination Transaction

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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)

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## 11. Minimum Investment

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Minimum investment accepted from any outside investor \$ [0](#) USD

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## 12. Sales Compensation

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Recipient	Recipient CRD Number <input type="checkbox"/> None	
<a href="#">Invesco Distributors, Inc.</a>	<a href="#">7369</a>	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
<a href="#">None</a>	<a href="#">None</a>	
Street Address 1	Street Address 2	
<a href="#">11 GREENWAY PLAZA</a>	<a href="#">SUITE 1000</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">HOUSTON</a>	<a href="#">TEXAS</a>	<a href="#">77046-1173</a>
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

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Recipient	Recipient CRD Number <input type="checkbox"/> None
<a href="#">Invesco Hong Kong Limited</a>	<a href="#">109923</a>



(Associated) Broker or Dealer  None

None

Street Address 1

41/F Champion Tower Three Garden Road

City

Central

State(s) of Solicitation  All States

(Associated) Broker or Dealer CRD Number  None

None

Street Address 2

State/Province/Country

HONG KONG

Foreign/Non-US

ZIP/Postal Code

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### 13. Offering and Sales Amounts

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Total Offering Amount \$ USD or  Indefinite

Total Amount Sold \$ 10,340,005,207 USD

Total Remaining to be Sold \$ USD or  Indefinite

Clarification of Response (if Necessary)

"Total Amount Sold" in Item 13 above reflects a cumulative amount since the issuer's date of first sale on October 1, 2004.

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### 14. Investors

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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:

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### 15. Sales Commissions & Finders' Fees Expenses

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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 \$ 0 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

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### 16. Use of Proceeds

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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)

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### Signature and Submission

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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
Invesco Core Real Estate - U.S.A., L.P.	/s/ Jason W. Geer	Jason W. Geer	Vice President & Secretary of Invesco Realty, Inc.	2022-01-31

*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.