

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: **2011-11-07**
SEC Accession No. **0001492310-11-000003**

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

FILER

Carlsbad-Palomar Airlines, Inc.

CIK: **1492310** | IRS No.: **300571451** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: **021-168280** | Film No.: **111182468**

Mailing Address	Business Address
5670 EL CAMINO REAL, SUITE D CARLSBAD CA 92008	5670 EL CAMINO REAL, SUITE D CARLSBAD CA 92008 (760) 710-0401

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

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

1. Issuer's Identity

CIK (Filer ID Number) [0001492310](#) Previous Name(s) None Entity Type Corporation

Name of Issuer [Carlsbad-Palomar Airlines, Inc.](#) Limited Partnership

Jurisdiction of Incorporation/Organization [CALIFORNIA](#) Limited Liability Company

Year of Incorporation/Organization General Partnership

Over Five Years Ago Business Trust

Within Last Five Years (Specify Year) [2009](#) Other

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Carlsbad-Palomar Airlines, Inc.](#)

Street Address 1 [5670 EL CAMINO REAL, SUITE D](#) Street Address 2

City [CARLSBAD](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [92008](#) Phone No. of Issuer [\(760\) 710-0401](#)

3. Related Persons

Last Name [Vallas](#) First Name [Theodore](#) Middle Name [L.](#)

Street Address 1 [5670 El Camino Real, Suite D](#) Street Address 2

City [Carlsbad](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [92008](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name [Sittig](#) First Name [Lawrence](#) Middle Name

Street Address 1 [5670 El Camino Real, Suite D](#) Street Address 2

City [Carlsbad](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [92008](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Buntz	Jim	
Street Address 1	Street Address 2	
5670 El Camino Real, Suite D		
City	State/Province/Country	ZIP/Postal Code
Carlsbad	CALIFORNIA	92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Polchin	John	
Street Address 1	Street Address 2	
5670 El Camino Real, Suite D		
City	State/Province/Country	ZIP/Postal Code
Carlsbad	CALIFORNIA	92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Ramirez	Victor	
Street Address 1	Street Address 2	
5670 El Camino Real, Suite D		
City	State/Province/Country	ZIP/Postal Code
Carlsbad	CALIFORNIA	92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Morrow	Thomas	
Street Address 1	Street Address 2	
5670 El Camino Real, Suite D		
City	State/Province/Country	ZIP/Postal Code
Carlsbad	CALIFORNIA	92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Vallas	T.	G.
Street Address 1	Street Address 2	
5670 El Camino Real, Suite D		
City	State/Province/Country	ZIP/Postal Code
Carlsbad	CALIFORNIA	92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Woodside	Fernando	Iriate
Street Address 1 5670 El Camino Real, Suite D	Street Address 2	
City Carlsbad	State/Province/Country CALIFORNIA	ZIP/Postal Code 92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hansen	Chuck	
Street Address 1 5670 El Camino Real, Suite D	Street Address 2	
City Carlsbad	State/Province/Country CALIFORNIA	ZIP/Postal Code 92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Pennant-Jones	John	
Street Address 1 5670 El Camino Real, Suite D	Street Address 2	
City Carlsbad	State/Province/Country CALIFORNIA	ZIP/Postal Code 92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Smith	Andy	
Street Address 1 5670 El Camino Real, Suite D	Street Address 2	
City Carlsbad	State/Province/Country CALIFORNIA	ZIP/Postal Code 92008

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

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 checked="" 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 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 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 **2011-10-18** 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 \$ 100,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply)	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	
Check "All States" or check individual States		

13. Offering and Sales Amounts

Total Offering Amount \$ 12,000,000 USD or Indefinite
Total Amount Sold \$ 1,187,000 USD
Total Remaining to be Sold \$ 10,813,000 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 \$ 0 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.

\$ 300,000 USD Estimate

Clarification of Response (if Necessary)

[Deferred Salary of Executive Officers](#)

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
Carlsbad-Palomar Airlines, Inc.	Theodore L. Vallas	Theodore L. Vallas	Chairman of the Board	2011-11-03

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.