

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: **2013-01-14**
SEC Accession No. [0000950172-13-000004](#)

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

FILER

Colony Realty Partners IV REIT

CIK: [1564934](#) | IRS No.: [454996904](#) | State of Incorporation: **MD** | Fiscal Year End: **1212**
Type: **D** | Act: **33** | File No.: [021-190114](#) | Film No.: **13526689**

Mailing Address
*TWO INTERNATIONAL
PLACE
SUITE 2500
BOSTON MA 02110*

Business Address
*TWO INTERNATIONAL
PLACE
SUITE 2500
BOSTON MA 02110
(310) 552-7180*

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) 0001564934	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input checked="" type="checkbox"/> Other REIT
Name of Issuer Colony Realty Partners IV REIT		
Jurisdiction of Incorporation/ Organization MARYLAND		
Year of Incorporation/Organization <input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2012 <input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer Colony Realty Partners IV REIT			
Street Address 1 2450 Broadway	Street Address 2 6th Floor		
City Santa Monica	State/Province/Country CALIFORNIA	ZIP/Postal Code 90404	Phone No. of Issuer (310) 282-8820

3. Related Persons

Last Name Colony Realty Partners IV, L.P.	First Name n/a	Middle Name
Street Address 1 2450 Broadway	Street Address 2 6th Floor	
City Santa Monica	State/Province/Country CALIFORNIA	ZIP/Postal Code 90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Beneficial Owner](#)

Last Name Colony Realty Partners GP IV, L.P.	First Name n/a	Middle Name
Street Address 1 2450 Broadway	Street Address 2 6th Floor	
City	State/Province/Country	ZIP/Postal Code

Santa Monica

CALIFORNIA

90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Trustee of Issuer ("Trustee")

Last Name	First Name	Middle Name
Barrack, Jr.	Thomas	
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

CEO of General Partner of Trustee

Last Name	First Name	Middle Name
Saltzman	Richard	B.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

President of General Partner of Trustee

Last Name	First Name	Middle Name
Brauer	Henry	
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Executive VP of General Partner of Trustee

Last Name	First Name	Middle Name
Harmeling	Mark	M.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Executive VP of General Partner of Trustee

Last Name	First Name	Middle Name
Freeman	Scott	D.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Executive VP of General Partner of Trustee

Last Name	First Name	Middle Name
Hedstrom	Mark	M.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

VP, Secretary and Treasurer of General Partner of Trustee

Last Name	First Name	Middle Name
Sanders	Ronald	M.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

VP of General Partner of Trustee

Last Name	First Name	Middle Name
Waisnor	Neil	E.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90404

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

VP of General Partner of Trustee

Last Name	First Name	Middle Name
Palame	David	A.
Street Address 1	Street Address 2	
c/o Colony Realty Partners GP IV, L.P.	2450 Broadway, 6th Floor	
City	State/Province/Country	ZIP/Postal Code

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Asst. Secretary of General Partner of Trustee

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 | <input type="checkbox"/> 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 | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Coal Mining | <input checked="" 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 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 [2013-01-01](#) 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 checked="" type="checkbox"/> Other (describe)
Series A cumulative preferred shares ("Series A Preferred Stock") |

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

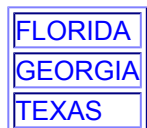
Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [1,000](#) USD

12. Sales Compensation

Recipient Charles Harrison	Recipient CRD Number <input type="checkbox"/> None 3071551	
(Associated) Broker or Dealer <input type="checkbox"/> None H & L Equities, LLC	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 113794	
Street Address 1 100 Colony Square, Suite 2120	Street Address 2 1175 Peachtree Street NE	
City Atlanta	State/Province/Country GEORGIA	ZIP/Postal Code 30361-6206
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	



Recipient
Phyllis J. Beck
(Associated) Broker or Dealer None
H & L Equities, LLC
Street Address 1
100 Colony Square, Suite 2120
City
Atlanta
State(s) of Solicitation All States

Recipient CRD Number None
1020488
(Associated) Broker or Dealer CRD Number None
113794
Street Address 2
1175 Peachtree Street NE
State/Province/Country
GEORGIA
 Foreign/Non-US
ZIP/Postal Code
30361-6206

GEORGIA
TEXAS

Recipient
Patrick J. Whelchel
(Associated) Broker or Dealer None
H & L Equities, LLC
Street Address 1
100 Colony Square, Suite 2120
City
Atlanta
State(s) of Solicitation All States

Recipient CRD Number None
5389090
(Associated) Broker or Dealer CRD Number None
113794
Street Address 2
1175 Peachtree Street NE
State/Province/Country
GEORGIA
 Foreign/Non-US
ZIP/Postal Code
30361-6206

GEORGIA

Recipient
Scott Harrison
(Associated) Broker or Dealer None
H & L Equities, LLC
Street Address 1
100 Colony Square, Suite 2120
City
Atlanta
State(s) of Solicitation All States

Recipient CRD Number None
4981070
(Associated) Broker or Dealer CRD Number None
113794
Street Address 2
1175 Peachtree Street NE
State/Province/Country
GEORGIA
 Foreign/Non-US
ZIP/Postal Code
30361-6206

GEORGIA

Recipient
Lori Mayfield
(Associated) Broker or Dealer None
H & L Equities, LLC
Street Address 1
100 Colony Square, Suite 2120

Recipient CRD Number None
4899271
(Associated) Broker or Dealer CRD Number None
113794
Street Address 2
1175 Peachtree Street NE

City Atlanta State/Province/Country GEORGIA ZIP/Postal Code 30361-6206
State(s) of Solicitation All States Foreign/Non-US

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
Colony Realty Partners IV REIT	/s/ Neil Waisnor	Neil Waisnor	VP of General Partner of Trustee	2013-01-14

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.