

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: **2013-01-09**
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([HTML Version](#) on [secdatabase.com](#))

FILER

FMR LLC

CIK:[315066](#) | IRS No.: **061209781** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-189824](#) | Film No.: **13520387**

Mailing Address
*82 DEVONSHIRE STREET
BOSTON MA 02109*

Business Address
*82 DEVONSHIRE ST
BOSTON MA 02109
6175706339*

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) [0000315066](#) Previous Name(s) None Entity Type
[FMR CORP](#) Corporation
Name of Issuer [FMR LLC](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/ Organization 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 [FMR LLC](#)
Street Address 1 [82 DEVONSHIRE ST](#) Street Address 2
City [BOSTON](#) State/Province/Country [MASSACHUSETTS](#) ZIP/Postal Code [02109](#) Phone No. of Issuer [617-563-7000](#)

3. Related Persons

Last Name [Johnson 3d](#) First Name [Edward](#) Middle Name [C.](#)
Street Address 1 [c/o FMR LLC](#) Street Address 2 [82 Devonshire Street](#)
City [Boston](#) State/Province/Country [MASSACHUSETTS](#) ZIP/Postal Code [02109](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name [Byrnes](#) First Name [William](#) Middle Name [L.](#)
Street Address 1 [c/o FMR LLC](#) Street Address 2 [82 Devonshire Street](#)
City [Boston](#) State/Province/Country [MASSACHUSETTS](#) ZIP/Postal Code [02109](#)

Boston

MASSACHUSETTS

02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Curvey	James	C.
Street Address 1 c/o FMR LLC	Street Address 2 82 Devonshire Street	
City Boston	State/Province/Country MASSACHUSETTS	ZIP/Postal Code 02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Johnson	Abigail	P.
Street Address 1 c/o FMR LLC	Street Address 2 82 Devonshire Street	
City Boston	State/Province/Country MASSACHUSETTS	ZIP/Postal Code 02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Johnson IV	Edward	C.
Street Address 1 c/o FMR LLC	Street Address 2 82 Devonshire Street	
City Boston	State/Province/Country MASSACHUSETTS	ZIP/Postal Code 02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Remondi	John	J.
Street Address 1 c/o FMR LLC	Street Address 2 82 Devonshire Street	
City Boston	State/Province/Country MASSACHUSETTS	ZIP/Postal Code 02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Chiel	Jonathan	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

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

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hilton	Timothy	T.
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

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

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Johnson, Jr.	James	L.
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

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

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McGraw	Gerard	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

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

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mucci	Paul	L.
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code

Boston

MASSACHUSETTS

02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
O'Connor	John	J.
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Odak	Perry	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
O'Hanley	Ronald	P.
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Perold	Jacques	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Pyne	Eileen	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Scheuer	Alan	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Scullen	Stephen	
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wilens	Michael	E.
Street Address 1	Street Address 2	
c/o FMR LLC	82 Devonshire Street	
City	State/Province/Country	ZIP/Postal Code
Boston	MASSACHUSETTS	02109

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

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 checked="" 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 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
\$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)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |
| | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

- New Notice Date of First Sale [2012-12-28](#) 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

Tenant-in-Common Securities

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Equity

Debt

Option, Warrant or Other Right to Acquire Another Security

Other (describe)

Non-Voting Common Shares

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 \$ 0 USD

12. Sales Compensation

Recipient

Recipient CRD Number None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 18,607,061 USD

Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

The offering has closed; no additional sales will be made.

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: 31

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.

\$ 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
FMR LLC	/s/ Peter D. Stahl	Peter D. Stahl	Assistant Secretary	2013-01-09

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.
