

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: **2013-05-16**
SEC Accession No. [0001181431-13-028360](#)

(HTML Version on secdatabase.com)

FILER

**John Hancock Life Insurance Co (U.S.A.) Separate
Account PPM1-T**

CIK: [1458488](#) | IRS No.: **000000000** | State of Incorporation: **MI**
Type: **D/A** | Act: **33** | File No.: [021-136465](#) | Film No.: **13852005**

Mailing Address
*197 CLARENDON STREET
BOSTON MA 02116*

Business Address
*197 CLARENDON STREET
BOSTON MA 02116
1.800.521.1234*

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) [0001458488](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [John Hancock Life Insurance Co \(U.S.A.\) Separate Account PPM1-T](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [MICHIGAN](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
[Insurance Company Separate Investment Account](#)
 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 [John Hancock Life Insurance Co \(U.S.A.\) Separate Account PPM1-T](#)
Street Address 1 [197 Clarendon Street](#) Street Address 2
City [Boston](#) State/Province/Country [MASSACHUSETTS](#) ZIP/Postal Code [02116](#) Phone No. of Issuer [800-521-1234](#)

3. Related Persons

Last Name	First Name	Middle Name
John Hancock Life Insurance Company (USA)	John	
Street Address 1 197 Clarendon Street	Street Address 2	
City Boston	State/Province/Country MASSACHUSETTS	ZIP/Postal Code 02116

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
 - 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

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 type="checkbox"/> Decline to Disclose | <input checked="" 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 [2009-08-14](#) 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)

[Interests in the separate account issued pursuant to Variable Life Insurance Policies](#)

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 \$ [250,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Brent Kinetz	2031620	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
M Holdings Securities	43285	
Street Address 1	Street Address 2	
1125 NW Couch Street	Suite 900	
City	State/Province/Country	ZIP/Postal Code
Portland	OREGON	97209
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[DELAWARE](#)

Recipient Recipient CRD Number None

Campbell Gerrish 807708
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
M Holdings Securities 43285
Street Address 1 Street Address 2
1125 NW Couch Street Suite 900
City State/Province/Country ZIP/Postal Code
Portland OREGON 97209
State(s) of Solicitation All States Foreign/Non-US

SOUTH DAKOTA

Recipient Recipient CRD Number None
Michael L. Silverberg 424015
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Essex Financial Services 127549
Street Address 1 Street Address 2
176 Westbrook Road
City State/Province/Country ZIP/Postal Code
Essex CONNECTICUT 06426
State(s) of Solicitation All States Foreign/Non-US

WASHINGTON

Recipient Recipient CRD Number None
Milton H. Cohn 840000
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
M Holdings Securities 43285
Street Address 1 Street Address 2
1125 NW Couch Street Suite 900
City State/Province/Country ZIP/Postal Code
Portland OREGON 97209
State(s) of Solicitation All States Foreign/Non-US

- ARIZONA
 - LOUISIANA
 - SOUTH DAKOTA
 - TEXAS
-

Recipient Recipient CRD Number None
Michael Padon 355077
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
M Holdings Securities, Inc. 43285
Street Address 1 Street Address 2

1125 NW Couch Street

Suite 900

City
Portland

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States

Foreign/Non-US

LOUISIANA
TEXAS

Recipient

Recipient CRD Number None

Vernon Holleman III

2594098

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

M Holdings Securities, Inc.

43285

Street Address 1

Street Address 2

1125 NW Couch Street

Suite 900

City
Portland

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States

Foreign/Non-US

LOUISIANA

Recipient

Recipient CRD Number None

Richard J. Chaffee

156377

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

M HOLDINGS SECURITIES, INC.

43285

Street Address 1

Street Address 2

1125 N.W. COUCH STREET

SUITE 900

City
PORTLAND

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States

Foreign/Non-US

WASHINGTON

Recipient

Recipient CRD Number None

Kevin Bachler

209054

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

M HOLDINGS SECURITIES, INC.

43285

Street Address 1

Street Address 2

1125 N.W. COUCH STREET

SUITE 900

City
PORTLAND

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States

Foreign/Non-US

OHIO

Recipient
Clune J. Walsh, Jr.
(Associated) Broker or Dealer None
M HOLDINGS SECURITIES, INC
Street Address 1
1125 N.W. COUCH STREET
City
PORTLAND
State(s) of Solicitation All States

Recipient CRD Number None
125316
(Associated) Broker or Dealer CRD Number None
43285
Street Address 2
SUITE 900
State/Province/Country
OREGON
 Foreign/Non-US

ZIP/Postal Code
97209

MICHIGAN

Recipient
Guy Richard Thomas
(Associated) Broker or Dealer None
M HOLDINGS SECURITIES, INC.
Street Address 1
1125 N.W. COUCH STREET
City
PORTLAND
State(s) of Solicitation All States

Recipient CRD Number None
124898
(Associated) Broker or Dealer CRD Number None
43285
Street Address 2
SUITE 900
State/Province/Country
OREGON
 Foreign/Non-US

ZIP/Postal Code
97209

GEORGIA

Recipient
Michael Liebeskind
(Associated) Broker or Dealer None
M HOLDINGS SECURITIES, INC.
Street Address 1
1125 N.W. COUCH STREET
City
PORTLAND
State(s) of Solicitation All States

Recipient CRD Number None
116359
(Associated) Broker or Dealer CRD Number None
43285
Street Address 2
SUITE 900
State/Province/Country
OREGON
 Foreign/Non-US

ZIP/Postal Code
97209

SOUTH DAKOTA
ALASKA

Recipient
Eric Naison-Phillips
(Associated) Broker or Dealer None
M HOLDINGS SECURITIES, INC.
Street Address 1
1125 N.W. COUCH STREET

Recipient CRD Number None
198980
(Associated) Broker or Dealer CRD Number None
43285
Street Address 2
SUITE 900

City
PORTLAND

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States Foreign/Non-US

ALASKA

Recipient
Gary Sitzmann

Recipient CRD Number None
129682

(Associated) Broker or Dealer None
M HOLDINGS SECURITIES, INC.

(Associated) Broker or Dealer CRD Number None
43285

Street Address 1
1125 N.W. COUCH STREET

Street Address 2
SUITE 900

City
PORTLAND

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States Foreign/Non-US

SOUTH DAKOTA
CALIFORNIA

Recipient
Edward C. Houghton, IV

Recipient CRD Number None
215323

(Associated) Broker or Dealer None
M HOLDINGS SECURITIES, INC.

(Associated) Broker or Dealer CRD Number None
43285

Street Address 1
1125 N.W. COUCH STREET

Street Address 2
SUITE 900

City
PORTLAND

State/Province/Country
OREGON

ZIP/Postal Code
97209

State(s) of Solicitation All States Foreign/Non-US

TEXAS

Recipient
David Wexler

Recipient CRD Number None
124656

(Associated) Broker or Dealer None
M Holdings Securities

(Associated) Broker or Dealer CRD Number None
43285

Street Address 1
7316 Wisconsin Ave.

Street Address 2
Suite 230

City
Bethesda

State/Province/Country
MARYLAND

ZIP/Postal Code
20814

State(s) of Solicitation All States Foreign/Non-US

DELAWARE

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 9,548,351 USD

Total Remaining to be Sold \$ 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 \$ 3,500,000 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)

As the issuer of the variable life insurance policies, JH Life Insurance Co. (U.S.A.) will receive amounts from charges deducted under the policies, but no executive officer, director, or promoter will receive any portion of the gross offering proceeds.

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.

All Issuers	Signature	Name of Signer	Title	Date
John Hancock Life Insurance Co (U.S.A.) Separate Account PPM1-T	/s/ James C. Hoodlet	James C. Hoodlet	Vice President, John Hancock Life Insurance Company (U.S.A.)	2013-05-16

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.