

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: **2013-01-10**
SEC Accession No. [0001566431-13-000001](#)

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

FILER

Onex USI Holdings Corp.

CIK: [1566431](#) | IRS No.: **990382762** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-189888](#) | Film No.: **13521845**

Mailing Address
712 FIFTH AVENUE
NEW YORK NY 10019

Business Address
712 FIFTH AVENUE
NEW YORK NY 10019
212.582.2211

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) [0001566431](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Onex USI Holdings Corp.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2012](#)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Onex USI Holdings Corp.](#)
Street Address 1 [712 Fifth Avenue](#) Street Address 2
City [New York](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10019](#) Phone No. of Issuer [212.582.2211](#)

3. Related Persons

Last Name	First Name	Middle Name
Sicard	Michael	J.
Street Address 1 c/o USI Holdings Corporation	Street Address 2 555 Pleasantville Road, Suite 160 South	
City Briarcliff Manor	State/Province/Country NEW YORK	ZIP/Postal Code 10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Director, Chairman, President & Chief Executive Officer](#)

Last Name	First Name	Middle Name
Le Blanc	Robert	M.
Street Address 1 712 Fifth Avenue	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

New York

NEW YORK

10019

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Bowler	Edward	J.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Financial Officer, Treasurer & Senior Vice President, Corporate Development

Last Name	First Name	Middle Name
Larson, III	Philip	E.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Co-President & Chief Operating Officer, Retail Brokerage Division

Last Name	First Name	Middle Name
Newborn, II	Ernest	J.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President, General Counsel & Secretary

Last Name	First Name	Middle Name
Gibson	Stewart	H.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President & Chief Information Officer

Last Name	First Name	Middle Name
Van Orman	Kim	
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President & Chief Human Resources Officer

Last Name	First Name	Middle Name
Cantin	Mark	D.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President & Chief Marketing Officer

Last Name	First Name	Middle Name
Meyers	Robert	K.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President, Property & Casualty

Last Name	First Name	Middle Name
Turpin	Michael	A.
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Executive Vice President, Employee Benefits

Last Name	First Name	Middle Name
Usleman	Sandra	
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code

Briarcliff Manor

NEW YORK

10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President & Chief Sales Officer

Last Name	First Name	Middle Name
Snyder	Jeff	
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President, Accounting Center CFO

Last Name	First Name	Middle Name
Vigrass	Clayton	
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President, Operations

Last Name	First Name	Middle Name
Poullou	Mike	
Street Address 1	Street Address 2	
c/o USI Holdings Corporation	555 Pleasantville Road, Suite 160 South	
City	State/Province/Country	ZIP/Postal Code
Briarcliff Manor	NEW YORK	10510

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Senior Vice President & Chief Financial Officer of Retail Operations

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 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)

- 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 [2012-12-27](#)
- 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)

[This offering is being made in connection with the acquisition of 100% of the capital stock of Compass Investors Inc., a Delaware corporation, by Onex USI Holdings Corp.](#)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1 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) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$ 6,248,097 USD or Indefinite

Total Amount Sold \$ 6,248,097 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 \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

No sales commission or selling remuneration will be paid, directly or indirectly, in connection with this transaction.

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
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Onex USI Holdings Corp.	Ernest J. Newborn, II	Ernest J. Newborn, II	Senior Vice President, General Counsel & Secretary	2013-01-10
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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.
