

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: **2013-01-09**
SEC Accession No. [0001561228-13-000001](#)

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

FILER

W Pharmacy I DST

CIK: [1561228](#) | IRS No.: [320371152](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-186447](#) | Film No.: **13520583**

Mailing Address

2901 BUTTERFIELD ROAD
OAK BROOK IL 60523

Business Address

2901 BUTTERFIELD ROAD
OAK BROOK IL 60523
630-218-8000

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) [0001561228](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [W Pharmacy I DST](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
[Delaware Statutory Trust](#)
 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 [W Pharmacy I DST](#)
Street Address 1 [2901 BUTTERFIELD ROAD](#) Street Address 2
City [OAK BROOK](#) State/Province/Country [ILLINOIS](#) ZIP/Postal Code [60523](#) Phone No. of Issuer [630-218-8000](#)

3. Related Persons

Last Name	First Name	Middle Name
Inland Private	Capital Corporation	
Street Address 1 2901 Butterfield Road	Street Address 2	
City Oak Brook	State/Province/Country ILLINOIS	ZIP/Postal Code 60523

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
W Pharmacy	I, L.L.C.	
Street Address 1 2901 Butterfield Road	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
W Pharmacy I	Exchange, L.L.C.	
Street Address 1 2901 Butterfield Road	Street Address 2	
City Oak Brook	State/Province/Country ILLINOIS	ZIP/Postal Code 60523

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 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 checked="" 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 [2012-10-25](#) 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)
[Beneficial interests in Delaware Statutory Trust reflecting beneficial interests in real estate.](#)

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 \$ [25,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None
Inland Securities Corporation	15807
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None
Inland Securities Corporation	15807

Street Address 1
2901 Butterfield Road
City
Oak Brook
State(s) of Solicitation All States

Street Address 2
State/Province/Country
ILLINOIS
 Foreign/Non-US

ZIP/Postal Code
60523

ILLINOIS

Recipient
Joseph G. Michaletz
(Associated) Broker or Dealer None
Triad Advisors, Inc.

Recipient CRD Number None
1327534
(Associated) Broker or Dealer CRD Number None
15803

Street Address 1
150 St. Andrews Court, Suite 210
City
Mankato
State(s) of Solicitation All States

Street Address 2
State/Province/Country
MINNESOTA
 Foreign/Non-US

ZIP/Postal Code
56001

MINNESOTA
NEVADA

Recipient
Robert R. Tweed
(Associated) Broker or Dealer None
Concorde Investment Services, LLC

Recipient CRD Number None
2339324
(Associated) Broker or Dealer CRD Number None
151604

Street Address 1
2060 Huntington Drive, Suite 1
City
San Marino
State(s) of Solicitation All States

Street Address 2
State/Province/Country
CALIFORNIA
 Foreign/Non-US

ZIP/Postal Code
91108

CALIFORNIA

Recipient
Patrick R. Conway
(Associated) Broker or Dealer None
Investacorp, Inc.

Recipient CRD Number None
1337831
(Associated) Broker or Dealer CRD Number None
7684

Street Address 1
2901 Butterfield Road
City
Oak Brook
State(s) of Solicitation All States

Street Address 2
State/Province/Country
ILLINOIS
 Foreign/Non-US

ZIP/Postal Code
60523

ILLINOIS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Mark L. Lopez	1128966	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
1st Global Capital Corp.	30349	
Street Address 1	Street Address 2	
2620 Connery Way		
City	State/Province/Country	ZIP/Postal Code
Missoula	MONTANA	59808
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[CALIFORNIA](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Richard B. Sorensen	1835676	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
LPL Financial LLC	6413	
Street Address 1	Street Address 2	
468 Pennsfield Place, Suite 201		
City	State/Province/Country	ZIP/Postal Code
Thousand Oaks	CALIFORNIA	91360
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[CALIFORNIA](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Laila S. Marshall-Pence	710521	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
LPL Financial LLC	6413	
Street Address 1	Street Address 2	
5000 Birch Street, Suite 7600		
City	State/Province/Country	ZIP/Postal Code
Newport Beach	CALIFORNIA	92660
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[CALIFORNIA](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Edward F. Heagen	1279056	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
LPL Financial LLC	6413	
Street Address 1	Street Address 2	
30448 Rancho Viejo Road, Suite 170		

City [San Juan Capistrano](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [92675](#)
State(s) of Solicitation All States Foreign/Non-US

[CALIFORNIA](#)

Recipient [David L. Pimper](#) Recipient CRD Number None [1257514](#)
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
[Calton & Associates, Inc.](#) [20999](#)
Street Address 1 Street Address 2
[301 East 6th Street, Suite 110](#)
City [Fremont](#) State/Province/Country [NEBRASKA](#) ZIP/Postal Code [68025](#)
State(s) of Solicitation All States Foreign/Non-US

[NEBRASKA](#)

Recipient [Michael A. Bendix](#) Recipient CRD Number None [5379777](#)
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
[DFPG Investments, Inc.](#) [155576](#)
Street Address 1 Street Address 2
[903 Springwood Lane](#)
City [Encinitas](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [92024](#)
State(s) of Solicitation All States Foreign/Non-US

[CALIFORNIA](#)

[OHIO](#)

Recipient [Daniel J. Luke](#) Recipient CRD Number None [4324353](#)
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
[DFPG Investments, Inc.](#) [155576](#)
Street Address 1 Street Address 2
[406 West South Jordan Parkway](#) [Suite 200](#)
City [South Jordan](#) State/Province/Country [UTAH](#) ZIP/Postal Code [84095](#)
State(s) of Solicitation All States Foreign/Non-US

[OHIO](#)

Recipient Recipient CRD Number None

Thomas J. Ealy

863042

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Investment Planners, Inc.

18557

Street Address 1

Street Address 2

1802 Fox Drive

City

State/Province/Country

ZIP/Postal Code

Champaign

ILLINOIS

61821

State(s) of Solicitation All States

Foreign/Non-US

MISSOURI

Recipient

Recipient CRD Number None

Adam C. Ludwig

4923562

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Investment Planners, Inc.

18557

Street Address 1

Street Address 2

126 North Broad Street

City

State/Province/Country

ZIP/Postal Code

Lanark

ILLINOIS

61046

State(s) of Solicitation All States

Foreign/Non-US

NORTH CAROLINA

Recipient

Recipient CRD Number None

Mark O. Coombe

2733655

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

1st Global Capital Corp.

30349

Street Address 1

Street Address 2

5635 NE Elam Young Parkway, Suite 100

City

State/Province/Country

ZIP/Postal Code

Hillsboro

OREGON

97124

State(s) of Solicitation All States

Foreign/Non-US

WASHINGTON

Recipient

Recipient CRD Number None

Richard T. Lipprand

1357439

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Financial West Group

16668

Street Address 1

Street Address 2

17445 Arbor Street, Suite 310

City

State/Province/Country

ZIP/Postal Code

Omaha

NEBRASKA

68130

State(s) of Solicitation All States

Foreign/Non-US

COLORADO

Recipient

Jens A. Andersen, III

(Associated) Broker or Dealer None

1st Global Capital Corp.

Street Address 1

432 West 11th Street

City

Eugene

State(s) of Solicitation All States

Recipient CRD Number None

4463315

(Associated) Broker or Dealer CRD Number None

30349

Street Address 2

State/Province/Country

OREGON

ZIP/Postal Code

97401

Foreign/Non-US

OREGON

Recipient

John G. Chess

(Associated) Broker or Dealer None

Investacorp, Inc.

Street Address 1

4263 Gavin Lane

City

Columbus

State(s) of Solicitation All States

Recipient CRD Number None

4812430

(Associated) Broker or Dealer CRD Number None

7684

Street Address 2

State/Province/Country

OHIO

ZIP/Postal Code

43220

Foreign/Non-US

OHIO

Recipient

Sally W. Ng

(Associated) Broker or Dealer None

LPL Financial LLC

Street Address 1

1350 Treat Boulevard, Suite 390 (BR-2)

City

Walnut Creek

State(s) of Solicitation All States

Recipient CRD Number None

1915190

(Associated) Broker or Dealer CRD Number None

6413

Street Address 2

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94597-7960

Foreign/Non-US

CALIFORNIA

Recipient

Douglas W. Studer

(Associated) Broker or Dealer None

Recipient CRD Number None

4440047

(Associated) Broker or Dealer CRD Number None

Prime Capital Securities, Inc. 18334
Street Address 1 Street Address 2
2875 NE 191st Street, Suite 601
City State/Province/Country ZIP/Postal Code
Aventura FLORIDA 33180
State(s) of Solicitation All States Foreign/Non-US

FLORIDA

Recipient Recipient CRD Number None
Kyle H. Imholte 5448950
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
1st Global Capital Corp. 30349
Street Address 1 Street Address 2
1215 Washington Avenue South
City State/Province/Country ZIP/Postal Code
Detroit Lakes MINNESOTA 56502
State(s) of Solicitation All States Foreign/Non-US

NORTH DAKOTA

Recipient Recipient CRD Number None
Corbin S. Thomas 4234748
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
McDermott Investment Services, LLC 154926
Street Address 1 Street Address 2
26 West Broad Street
City State/Province/Country ZIP/Postal Code
Bethlehem PENNSYLVANIA 18018
State(s) of Solicitation All States Foreign/Non-US

CALIFORNIA

Recipient Recipient CRD Number None
Robert W. Bruner 2260319
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number None
Questar Capital Corporation 43100
Street Address 1 Street Address 2
22 West Main Street
City State/Province/Country ZIP/Postal Code
Mountville PENNSYLVANIA 17554
State(s) of Solicitation All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ 13,825,153 USD or Indefinite

Total Amount Sold \$ 11,592,069 USD

Total Remaining to be Sold \$ 2,233,084 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 \$ 967,761 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

[This response is based on the assumption that the full amount of the potential sales commissions will be earned and paid.](#)

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.

\$ 1,591,910 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
W Pharmacy I DST	/s/ Keith Lampi	Keith Lampi	COO of the Member of the Signatory Trustee	2013-01-08

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.