

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. [0001565517-13-000001](#)

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

FILER

GPI Holdings Trust

CIK: [1565517](#) | IRS No.: [455096235](#) | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-190216](#) | Film No.: [13528343](#)

Mailing Address
*100 FILLMORE STREET,
SUITE 600
DENVER CO 80206*

Business Address
*100 FILLMORE STREET,
SUITE 600
DENVER CO 80206
(720) 284-6400*

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) [0001565517](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [GPI Holdings Trust](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [MARYLAND](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
[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 [GPI Holdings Trust](#)
Street Address 1 [100 FILLMORE STREET, SUITE 600](#) Street Address 2
City [DENVER](#) State/Province/Country [COLORADO](#) ZIP/Postal Code [80206](#) Phone No. of Issuer [\(720\) 284-6400](#)

3. Related Persons

Last Name [Siegel](#) First Name [Steven](#) Middle Name [S.](#)
Street Address 1 [100 Fillmore Street, Suite 600](#) Street Address 2
City [Denver](#) State/Province/Country [COLORADO](#) ZIP/Postal Code [80206](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[President and Secretary](#)

Last Name [Shannon](#) First Name [Michael](#) Middle Name [S.](#)
Street Address 1 [100 Fillmore Street, Suite 600](#) Street Address 2
City State/Province/Country ZIP/Postal Code

Denver

COLORADO

80206

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Resnick	Eric	C.
Street Address 1 100 Fillmore Street, Suite 600	Street Address 2	
City Denver	State/Province/Country COLORADO	ZIP/Postal Code 80206

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Martin	Charlie	
Street Address 1 100 Fillmore Street, Suite 600	Street Address 2	
City Denver	State/Province/Country COLORADO	ZIP/Postal Code 80206

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Financial Officer, Treasurer and Assistant Secretary

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 | 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 | Travel |
| <input type="checkbox"/> Other Banking & Financial Services | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| 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"/> Energy Conservation | <input type="checkbox"/> Other Real Estate | <input type="checkbox"/> Other |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range

- No Revenues
\$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- 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 [2013-01-04](#) 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)

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

FLORIDA
GEORGIA
TEXAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Phyllis J. Beck	1020488	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
H&L Equities, LLC	113794	
Street Address 1	Street Address 2	
1175 Peachtree St., NE	100 Colony Square, Suite 2120	
City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30361-6206
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

GEORGIA
TEXAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Patrick J. Whelchel	5389090	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
H&L Equities, LLC	113794	
Street Address 1	Street Address 2	
1175 Peachtree St., NE	100 Colony Square, Suite 2120	
City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30361-6206
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

GEORGIA

Recipient
Scott Harrison
(Associated) Broker or Dealer None
H&L Equities, LLC
Street Address 1
1175 Peachtree St., NE
City
Atlanta
State(s) of Solicitation All States

Recipient CRD Number None
4981070
(Associated) Broker or Dealer CRD Number None
113794
Street Address 2
100 Colony Square, Suite 2120
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
1175 Peachtree St., NE
City
Atlanta
State(s) of Solicitation All States

Recipient CRD Number None
4899271
(Associated) Broker or Dealer CRD Number None
113794
Street Address 2
100 Colony Square, Suite 2120
State/Province/Country
GEORGIA
 Foreign/Non-US
ZIP/Postal Code
30361-6206

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
GPI Holdings Trust	/s/ Charlie Martin	Charlie Martin	Chief Financial Officer, Treasurer and Assistant Secretary	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.