

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: **2013-01-10**
SEC Accession No. **0001436598-13-000001**

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

FILER

ZERO EMISSION ENERGY PLANTS LTD.

CIK: **1436598** | IRS No.: **000000000** | State of Incorpor.: **DO** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: **021-168254** | Film No.: **13522272**

Mailing Address

*SUITE G250, 23501 CINCO
RANCH BLVD.
KATY TX 77494*

Business Address

*SUITE G250, 23501 CINCO
RANCH BLVD.
KATY TX 77494
281-392-4644*

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) [0001436598](#) Previous Name(s) None Entity Type
[ZERO EMISSION ENERGY PLANTS INC](#) Corporation
Name of Issuer [ZERO EMISSION ENERGY PLANTS LTD.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [BERMUDA](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2008
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [ZERO EMISSION ENERGY PLANTS LTD.](#)
Street Address 1 [#1250, 639 - 5th Avenue S.W.](#) Street Address 2
City [Calgary](#) State/Province/Country [ALBERTA, CANADA](#) ZIP/Postal Code [T2P 0M9](#) Phone No. of Issuer [\(403\) 571-8011](#)

3. Related Persons

Last Name [Oligney](#) First Name [Ronald](#) Middle Name [E.](#)
Street Address 1 [#1250, 639 - 5th Avenue S.W.](#) Street Address 2
City [Calgary](#) State/Province/Country [ALBERTA, CANADA](#) ZIP/Postal Code [T2P 0M9](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name [Bernard](#) First Name [Bruce](#) Middle Name [A.](#)
Street Address 1 [#1250, 639 - 5th Avenue S.W.](#) Street Address 2
City State/Province/Country ZIP/Postal Code

Calgary

ALBERTA, CANADA

T2P 0M9

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Lewis	Philip	E.
Street Address 1 #1250, 639 - 5th Avenue S.W.	Street Address 2	
City Calgary	State/Province/Country ALBERTA, CANADA	ZIP/Postal Code T2P 0M9

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Mosley	Evelou	
Street Address 1 #1250, 639 - 5th Avenue S.W.	Street Address 2	
City Calgary	State/Province/Country ALBERTA, CANADA	ZIP/Postal Code T2P 0M9

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Tingle	Bryce	C.
Street Address 1 #1250, 639 - 5th Avenue S.W.	Street Address 2	
City Calgary	State/Province/Country ALBERTA, CANADA	ZIP/Postal Code T2P 0M9

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Whitley	Jennifer	
Street Address 1 #1250, 639 - 5th Avenue S.W.	Street Address 2	
City Calgary	State/Province/Country ALBERTA, CANADA	ZIP/Postal Code T2P 0M9

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| 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 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 checked="" type="checkbox"/> Other Energy | | |

5. Issuer Size

- | Revenue Range | Aggregate Net Asset Value Range |
|---|---|
| <input checked="" 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 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)

- | | |
|--|--|
| <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 [2011-10-24](#) 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 (describe)
Other Right to Acquire Security

Each unit is comprised of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable for one common share at an exercise price of Cdn\$0.70 per share for a period of 24 months.

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 <input type="checkbox"/> None	
Tejas Securities Group, Inc.	36705	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
8226 Bee Caves Road		
City	State/Province/Country	ZIP/Postal Code
Austin	TEXAS	78746
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[TEXAS](#)

13. Offering and Sales Amounts

Total Offering Amount \$ [5,762,396](#) USD or Indefinite

Total Amount Sold \$ [2,803,788](#) USD

Total Remaining to be Sold \$ [2,958,608](#) USD or Indefinite

Clarification of Response (if Necessary)

The additional \$2,958,608 may be received upon exercise of share purchase warrants sold both inside and outside the U.S. U.S. dollar amounts are based on the Bank of Canada noon rate of exchange reported on October 24, 2011, which was Cdn\$1.0039=US\$1.00.

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 \$ 20,142 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)

In the ordinary course of business, the issuer may use some of the proceeds of the offering to pay salaries to certain of its executive officers and directors.

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
ZERO EMISSION ENERGY PLANTS LTD.	Ronald E. Oligney	Ronald E. Oligney	Chief Executive Officer	2013-01-10

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.