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FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

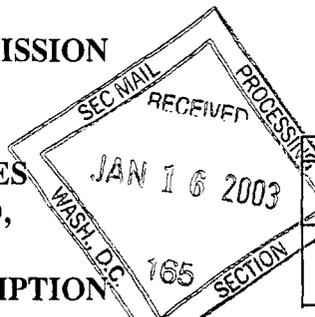


Table with SEC USE ONLY, Prefix, Serial, and DATE RECEIVED fields.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Issuance of Series C Preferred Shares

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6)

Type of Filing: New Filing, Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

JAN 21 2003

1. Enter the information requested about the issuer

Name of the Issuer (check if this is an amendment and name has changed, and indicate change.)

Flat Rock Grille Holdings, Inc.

THOMSON FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code)

1111 North Westshore Boulevard, Suite 402, Tampa, Florida 33607

Telephone Number (Including Area Code)

(813) 637-8663

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Holding Company



Type of Business Organization

- corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

03004512

Actual or Estimated Date of Incorporation or Organization: Month 06, Year 02, Actual, Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FL, CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:    Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

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Full Name (Last name first, if individual)

**Long, William A., Jr.**

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Business or Residence Address        (Number and Street, City, State, Zip Code)

**1111 North Westshore Boulevard, Suite 402, Tampa, Florida 33607**

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Check Box(es) that Apply:    Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

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Full Name (Last name first, if individual)

**Evans, Michael W.**

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Business or Residence Address        (Number and Street, City, State, Zip Code)

**1111 North Westshore Boulevard, Suite 402, Tampa, Florida 33607**

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Check Box(es) that Apply:    Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

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Full Name (Last name first, if individual)

**Moelchert, Louis W., III**

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Business or Residence Address        (Number and Street, City, State, Zip Code)

**One James Center, Suite 1600, Richmond, Virginia 23219**

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Check Box(es) that Apply:    Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

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Full Name (Last name first, if individual)

**Miller, W. Scott**

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Business or Residence Address        (Number and Street, City, State, Zip Code)

**100 North Tampa Street, Suite 2675, Tampa, Florida, 33602**

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Check Box(es) that Apply:    Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

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Full Name (Last name first, if individual)

**Witherington, James D., Jr.**

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Business or Residence Address        (Number and Street, City, State, Zip Code)

**845 Crossover Lane, Suite 140, Memphis, Tennessee 38117**

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Check Box(es) that Apply:    Promoter         Beneficial Owner         Executive Officer         Director         General and/or Managing Partner

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Full Name (Last name first, if individual)

**Lovett Miller Venture Fund II, a Delaware limited partnership**

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Business or Residence Address        (Number and Street, City, State, Zip Code)

**100 North Tampa Street, Suite 2675, Tampa, Florida, 33602**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**SSM Venture Partners II, L.P., a Tennessee limited partnership**

Business or Residence Address (Number and Street, City, State, Zip Code)

**845 Crossover Lane, Suite 140, Memphis, Tennessee 38117**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Jefferson Capital Partners I, L.P., a Virginia limited partnership**

Business or Residence Address (Number and Street, City, State, Zip Code)

**One James Center, Suite 1600, Richmond, Virginia 23219**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$47,666.91

Yes No

3. Does the offering permit joint ownership of a single unit? .....  Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

**None**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[ AL ]	[ AK ]	[ AZ ]	[ AR ]	[ CA ]	[ CO ]	[ CT ]	[ DE ]	[ DC ]	[ FL ]	[ GA ]	[ HI ]	[ ID ]
[ IL ]	[ IN ]	[ IA ]	[ KS ]	[ KY ]	[ LA ]	[ ME ]	[ MD ]	[ MA ]	[ MI ]	[ MN ]	[ MS ]	[ MO ]
[ MT ]	[ NE ]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[ PA ]
[ RI ]	[ SC ]	[ SD ]	[ TN ]	[ TX ]	[ UT ]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR ]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[ AL ]	[ AK ]	[ AZ ]	[ AR ]	[ CA ]	[ CO ]	[ CT ]	[ DE ]	[ DC ]	[ FL ]	[ GA ]	[ HI ]	[ ID ]
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[ MT ]	[ NE ]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[ PA ]
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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[ AL ]	[ AK ]	[ AZ ]	[ AR ]	[ CA ]	[ CO ]	[ CT ]	[ DE ]	[ DC ]	[ FL ]	[ GA ]	[ HI ]	[ ID ]
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Equity .....	\$ <u>850,004.26</u>	\$ <u>850,004.26</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Partnership Interests .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify _____) .....	\$ <u>-0-</u>	\$ <u>-0-</u>
Total .....	\$ <u>850,004.26</u>	\$ <u>850,004.26</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>6</u>	\$ <u>850,004.26</u>
Non-accredited Investors .....	<u>-0-</u>	\$ <u>-0-</u>
Total (for filings under Rule 504 only) .....	<u>6</u>	\$ <u>850,004.26</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	<u>Preferred Equity</u>	\$ <u>1,550,000*</u>
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

**\*The current offering is being made pursuant to a sale agreement involving future offerings totaling no more than \$2,149,995.74.**

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ <u>-0-</u>
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ <u>-0-</u>
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>35,000</u>
Accounting Fees .....	<input type="checkbox"/>	\$ <u>-0-</u>
Engineering Fees .....	<input type="checkbox"/>	\$ <u>-0-</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <u>-0-</u>
Other Expenses (Reimbursable Expenses of Placement Agent) .....	<input type="checkbox"/>	\$ _____

Total .....  \$ 35,000

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

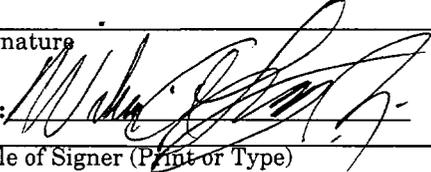
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.” ..... \$ 825,004.26

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payment listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payment to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ <u>205,000</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase of real estate .....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Purchase, rental or leasing and installation of machinery and equipment .....	<input checked="" type="checkbox"/> \$ <u>500,000</u>	<input type="checkbox"/> \$ <u>-0-</u>
Construction or leasing of plant buildings and facilities .....	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>-0-</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Repayment of indebtedness .....	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Working capital .....	<input checked="" type="checkbox"/> \$ <u>-0-</u>	<input checked="" type="checkbox"/> \$ <u>-0-</u>
Other (specify): <u>Renovation Expenses</u> .....	<input checked="" type="checkbox"/> \$ <u>120,000</u>	<input type="checkbox"/> \$ <u>-0-</u>
_____	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
_____	<input type="checkbox"/> \$ <u>-0-</u>	<input type="checkbox"/> \$ <u>-0-</u>
Column Totals .....	<input checked="" type="checkbox"/> \$ <u>825,000</u>	<input checked="" type="checkbox"/> \$ <u>-0-</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>825,000</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  <b>Flat Rock Grille Holdings, Inc.</b>	Signature 	Date  <b>January 7, 2003</b>
Name of Signer (Print or Type)  <b>William A. Long, Jr.</b>	Title of Signer (Print or Type)  <b>Vice President</b>	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.)