

Manually signed

1223274

FORM D

U.S. Securities and Exchange Commission
Washington, D.C. 20549

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



03017372

Name of Offering: LITTLE SALLY LLC

(___ Check if this is an amendment and name has changed, and indicate change.)

Filed under: ___ Rule 504 ___ Rule 505 x Rule 506
___ Section 4(6) ___ ULOE

Type of Filing: x New Filing ___ Amendment

A. BASIC IDENTIFICATION DATA

1. Name of Issuer: LITTLE SALLY LLC

Address of Executive Offices
230 West 41st St., 20th Fl.
New York, NY 10036

Telephone
212 575-9710

Address of Principal Business Operations if different:
N/A

Brief Description of Business:

Production of tour of musical stage play, "URINETOWN"

Type of business Organization:
limited liability company

Estimated or actual date of Organization: 2/7/2003

___ Estimated X Actual

Jurisdiction of Organization: NY

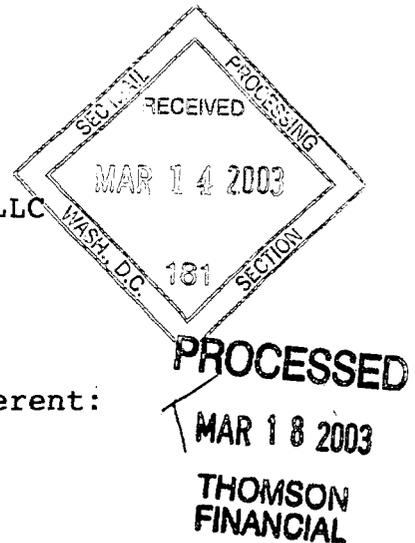
2.

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Dodger Stage Holding Theatricals, Inc.
230 West 41st St., 20th Fl.
New York, NY 10036



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Categories that apply:
Beneficial Owner, Promoter, Managing Member

Name and Address:
The Araca Group, L.L.C.
260 West 44th St., Suite 501
New York, NY 10036

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Categories that apply:
Officer and Director of Corporate Managing Member

Name and Address:
David, Michael
48 West 68th Street, #8D
New York, NY 10023

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Categories that apply:
Officer and Director of Corporate Managing Member

Name and Address:
de Levita, Robin
Museumplein 9
1071 DJAmsterdam
The Netherlands

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Categories that apply:
Officer and Director of Corporate Managing Member

Name and Address:
Strong, Edward
600 West End Avenue
New York, New York 10024

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Categories that apply:
Principal of a Limited Liability Company Managing Member

Name and Address:
Rego, Michael C.
333 West 76th Street, #4A
New York, NY 10023

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Categories that apply:
Principal of a Limited Liability Company Managing Member

Name and Address:
Rego, Matthew T.
315 West 86th Street, #7A
New York, NY 10024

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Categories that apply:

Principal of a Limited Liability Company Managing Member

Name and Address:

Unger, F. Henry
110 West 90th Street, #2M
New York, NY 10024

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B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES NO

2. What is the minimum investment that will be accepted from any individual? \$5,000

3. Does the offering permit joint ownership?

YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

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

1. <u>Type of Security</u>	<u>Aggregate Offering Price</u>	<u>Amount Already Sold</u>
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests		
Other	0	0
Limited Liability Company Interests	\$1,750,000	
TOTAL	\$1,750,000	0

2.	<u>Number of Investors</u>	<u>Aggregate Dollar Amount of Purchases</u>
Accredited Investors	0	0
Non-Accredited Investors	0	0
TOTAL (for filings under Rule 504 only)	0	0

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

<u>Type of Offering</u>	<u>Type of Security</u>	<u>Dollar Amount Sold</u>
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4.

- a. Expenses in connection with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer

Transfer Agent's Fees	_____	\$
Printing and Engraving Costs	_____	\$
Legal Fees	<u> x </u>	\$ 15,000
Accounting Fees	_____	\$
Engineering Fees	_____	\$
Sales Commissions	_____	\$
Other Expenses (Identify) Blue Sky photocopying, etc.	<u> x </u>	\$ 2,000
TOTAL:	<u> x </u>	\$ 17,000

- b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:

 x \$1,733,000

5. Amount of adjusted gross proceeds to the issuer

	<u>Payments to Officers, Directors & Affiliates</u>	<u>Payments to Others</u>
Salaries and Fees	<u> x </u> \$ 65,500	<u> x </u> \$ 351,550
Purchase of Real Estate	_____ \$	_____ \$
Purchase, rental or leasing and installation of machinery and equipment	_____ \$	_____ \$

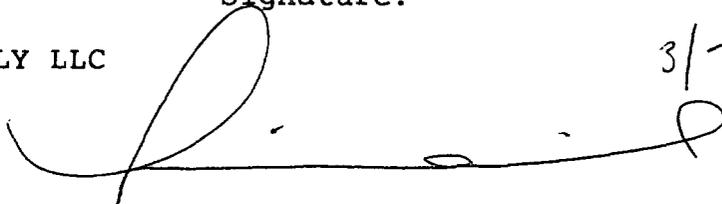
Construction or leasing of plant buildings and facilities	___ \$	___ \$
Acquisition of other businesses*	___ \$	___ \$

*(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)

Repayment of indebtedness	___ \$	___ \$	
Working capital	___ \$	___ \$	
Other: physical production (sets, costumes, props, etc.)	<u>x</u> \$	<u>x</u> \$	742,500
Rehearsal & casting expenses, bonds, deposits, advances; advertising & promotion; general & administrative; reserve	<u>x</u> \$ 42,000	<u>x</u> \$	531,450
Column Totals:	<u>x</u> \$ 107,500	<u>x</u> \$	1,625,500
Total Payments Listed: (column totals added)	<u>x</u> \$ 1,733,000		

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:	Signature:	Date:
LITTLE SALLY LLC		3/7, 2009
Name of Signer: Michael David	Title of Signer: President, Dodger Stage Holding Theatricals, Inc. a Managing Member of the Issuer	