



03021999

1245837

SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 state exemption unless such exemption is predicated on the filing of a federal notice.

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

SEC MAIL RECEIVED
JUN 23 2003
WASH. D.C. 181
SECTION

Table with OMB APPROVAL, OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response: 1

Table with SEC USE ONLY, Prefix, Serial, DATE RECEIVED

PROCESSED
JUN 24 2003
THOMSON FINANCIAL

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

Limited Liability Company Membership Interests

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

1411 K Holdings LLC \*\*

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code) c/o Meritage Properties LLC 914-725-5424
2 Overhill Rd., Suite 425, Scarsdale, NY 10583

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number
(Including Area Code)
(if different from Executive Offices) Same as above

Brief Description of Business Acquire, operate, own, dispose of real estate

http://www.sec.gov/divisions/corpfin/forms/formd.htm \*\* Includes offer & sale of 6/5/03 membership interests in 1411 MM Co. LLC, managing member of 1411 K Holdings LLC



- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

1411 MM Co. LLC

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

c/o Meritage Properties LLC, 2 Overhill Rd., Suite 425, Scarsdale, NY 10583

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

Full Name (Last name first, if individual)

Nathan, Andrew J.

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

c/o Meritage Properties LLC, 2 Overhill Rd., Suite 425, Scarsdale, NY 10583

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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]
- [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]

(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 .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify <u>Ltd. Liability Co membership</u> ) .....	\$ 4,100,000	\$ 4,100,000
Total ..... interests .....	\$ 4,100,000	\$ 4,100,000

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 .....	42*	\$4,100,000
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	XXXX	\$ XXXXXX

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, 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 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

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"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$1,500
Legal Fees .....	<input type="checkbox"/>	\$85,000
Accounting Fees .....	<input type="checkbox"/>	\$5,000
Engineering Fees .....	<input type="checkbox"/>	\$5,000
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$0
Other Expenses (identify) _____ .....	<input type="checkbox"/>	\$5,000
Total .....	<input type="checkbox"/>	\$101,500

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." ..... \$3,998,500

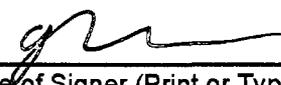
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

\* Includes investors investing through 1411 MM Co. LLC  
<http://www.sec.gov/divisions/corpfin/forms/formd.htm>

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	[ ]	[ ]
	\$ _____	\$ _____
Purchase of real estate .....	[ ]	[ ]
	\$ _____	\$ 3,618,799
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 .....	[ ]	[ ]
	\$ _____	\$ 379,701
Other (specify): _____	[ ]	[ ]
_____	\$ _____	\$ _____
_____	[ ]	[ ]
_____	\$ _____	\$ _____
Column Totals .....	[ ]	[ ]
	\$ _____	\$ 3,998,500
Total Payments Listed (column totals added) .....	[ ]	\$ 3,998,500

**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) 1411 K Holdings LLC By: 1411 MM Co. LLC, managing member	Signature 	Date June 13, 2003
Name of Signer (Print or Type) By: Andrew J. Nathan	Title of Signer (Print or Type) Managing Member	

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

**E. STATE SIGNATURE**