1220627

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

	_
OMB APPRO	OVAL
OMB Number:	3235-0076
Expires: Apr	il 30, 1991
Estimated average	
hours per respons	e 16.00

SEC USE ONLY					
Prefix	Serial				
DATE REC	EIVED				

Name of Offering (check i	if this is an amendment r	and name has changed, and	indicate change.)	
FROG AND TOAD COMPAN	IY~LLC			· · · · · · · · · · · · · · · · · · ·
Filing Under (Check box(es) that	at apply): Rule 504	□ Rule 505 🖾 Rule 54	06 Section 4(6)	ULOE
Type of Filing:	3 Amendment		1.7.	
	A. BAS	IC IDENTIFICATION DAT	TA ACTAI	Loads
1. Enter the information reques	ted about the issuer		(ve j 22)	, 2009
Name of Issuer (check if t	his is an amendment and	name has changed, and inc	dicate change.)	,
Frog and Toad Compan		····		<u> </u>
Address of Executive Offices	Ltd (Number and	Street, City, State, Zip Cod	le) Telephone Number (In	cluding Area Code)
260 West 44th Street	Suite 600. New	York, NY 10036	(212) 575-08	328
Address of Principal Business C	perations (Number and		e) Telephone Number (In	cluding Area Code)
(if different from Executive Off	īœs)		Ì	CESSE
Brief Description of Business				PROCES
		ne Broadway product		ico- OCT 3 0 2003
	musical work ent	titled "A Year With	Frog and Toad"	1
				THOMSON
Type of Business Organization		in almodu formed		• • • •
□ corporation to	☐ limited partnershi		Sother (please specify): Limited Liabilit
D business trust	Il limited partnershi	p, to be formed		Company
Actual or Estimated Date of Inc	corporation or Organizat	ion: Month Year		ted
Jurisdiction of Incorporation or		o-letter U.S. Postal Service Canada; FN for other foreig		NY

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal 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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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 suc' exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 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

Sheek Box(es) that Apply.	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)			1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1 (1	
Business or Residence Addre	ess (Number a	and Street, City, State, Z	ip 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 Addre	ess (Number a	and Street, City, State, Z	ip Code)		
Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)	1			
Business or Residence Addre	ss (Number a	and Street, City, State, Z	ip Code)		200
Check Box(es) that Apply:	☐ Premoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ss (Number s	and Street, City, State, Z	ip Codé)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director Approximate	General and/or Managing Partner
full Name (Last name first,	if individual)		, i		
	ess (Number s	and Street, City, State, Z	ip Code)		,
Business or Residence Addre		ALEXANDER OF A TAX A PRO-	and the second of the second o	manuscription of the second of the second	~
Business or Residence Addre	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partne
	☐ Promoter	Albania da Nasara	Company of the compan		
Check Box(es) that Apply:	☐ Promoter if individual)	Albania da Nasara	☐ Executive Officer		Managing Partner
Check Box(es) that Apply: Pull Name (Last name first,	Promoter if individual) ess (Number a	☐ Beneficial Owner	☐ Executive Officer		Managing Partner
Check Box(es) that Apply: Pull Name (Last name first, Business or Residence Addre	if individual) ess (Number a	☐ Beneficial Owner and Street, City, State, 2 ☐ Beneficial Owner	☐ Executive Officer		Managing Partner
Check Box(es) that Apply: Pull Name (Last name first, Business or Residence Addre Check Box(es) that Apply:	if individual) ess (Number a	☐ Beneficial Owner and Street, City, State, 2	☐ Executive Officer		Managing Partners

2 of 8

				B. II	TFORMA'	TION AB	OUT OFF	ERING					
1. Has	the issuer	sold, or de	oes the issi	uer intend :	to sell, to	non-accre	dited inves	tors in this	offering?			Yes	No
							n 2, if filin						_
2. Wha	t is the mi	inimum inv					individual?	-					
												Yes	No
3. Does	the offer	ing permit	joint own	ership of a	single un	it?						. 🗆	
sion to be list t	or similar i listed is a he name o	remunerati in associate f the broke	on for solid ed person o er or dealer	citation of portagent of r. If more t	ourchasers a broker (than five (in connect or dealer r (5) persons	ill be paid o tion with sa registered w s to be liste lealer only.	ties of secur ith the SEC d are assoc	ities in the	e offering. with a state	If a perso e or states	n i	
Full Name	e (Last nar	me first, if	individual)								-	
Business o	or Residence	ce Address	(Number	and Street.	, City, Sta	ite, Zip Co	ode)						
Name of	Associated	Broker or	. Dealer		· -								
	ressociates	Dioxer of	Dealer										
States in 1	Which Per	con Listed	Has Solici	ied or Inc	nds to Sa	licit Dural	<u> </u>						
			k individu		illus to so	men Pulci	Hasers					- 🗆 All :	States
					160)	···········		(DC)		ICAI	(11)		
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Full Name	(Last nar	ne first, if	individual	i)									
		•				* , , , ,	· · · · · · · · · · · · · · · · · · ·		* • • •				
Business c	r Residenc	ce Address	(Number	and Street	City, Sta			 ;-		- 			
				,			•	•				- 	
Name of	Associated	Broker or	Dealer			7547	: ·			. -			
States in \	Which Per	son Listed	Has Solice	ited or Inte	ends to So	olicit Purci	hasers						
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(Check [AL] [IL] [MT] [RI] Full Name Business of Name of A	"All State [AK] [IN] [NE] [SC] (Last nai Associated Which Per "All State	[AZ] [IA] [NV] [SD] me first, if	(KS) (KS) (NH) (TN) (individual (Number The Dealer Has Solicick individual	al States). [CA] [KY] [NJ] [TX] and Street.	[CO] [LA] [NM] [UT] City, Su	[CT] [ME] [NY] [VY] até, Zip Co	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[MS] [OR] [WY]	[ID [MO [PA [PR	States

C. OFFERING PRICE, NUMBER OF INVESTORS,	EXPENSES AND USE	OF P	ROCEEDS		
1. Enter the aggregate offering price of securities included in this offering already sold. Enter "0" if answer is "none" or "zero." If the transaction check this box and indicate in the columns below the amounts of the securities are already exchanged.	n is an exchange offering,				
Type of Security			Aggregate fering Price	Am	ount Already Sold
Debt		S	0	S	0
Equity	• • • • • • • • • • • • • • • • • • • •	S	0	s	0
□ Common □ Preferred					
Convertible Securities (including warrants)		S	0	s	00
Partnership Interests		S	0	s	0
Other (Specify Limited Liability Company Interes	ţş)	<u>s 3</u> .	200,000	<u>s</u> 2	900,000
Total		<u>\$3</u> ,	200,000	<u>s_2</u>	,900,000
Answer also in Appendix, Column 3, if filing under U	JLOE.				
2. Enter the number of accredited and non-accredited investors who have p offering and the aggregate dollar amounts of their purchases. For offericate the number of persons who have purchased securities and the aggreg purchases on the total lines. Enter "0" if answer is "none" or "zero.	ourchased securities in this ings under Rule 504, indi- ate dollar amount of their		Number		Aggregate .
	•••	-	Investors		Purchases
Accredited Investors			16	<u>s 2</u>	,885,000
Non-accredited Investors			1	S	15,000
Total (for filings under Rule 504 only)				S	N/A
Answer also in Appendix, Column 4, if filing under U	ILOE.		**	٠,	
3. If this filing is for an offering under Rule 504 or 505, enter the information ties sold by the issuer, to date, in offerings of the types indicated, in the to the first sale of securities in this offering. Classify securities by type list	twelve (12) months prior				
Type of offering	*		Type of Security	Dol	lar Amoun Sold
Rule 305				S	N/A
Regulation A	**			S	N/A
Rule 504				S	N/A
Total	to the second of the second o		0.55	ς	
4. a. Furnish a statement of all expenses in connection with the issuance				-	
securities in this offering. Exclude amounts relating solely to organization. The information may be given as subject to future confingencies. If the is not known, furnish an estimate and check the box to the left of the	on expenses of the issuer. Impount of an expenditure	÷ .			
Transfer Agent's Fees	•••••••		🗖	S_ _	0
Printing and Engraving Costs			🛭	s	1,000
Legal Fees		• • • •	🖾	s_	11,000
Accounting Fees		<i></i>	Ø	S	1,500
Engineering Fees			0	S	0
Sales Commissions (specify finders' fees separately)	• • • • • • • • • • • • • • • • • • • •		0	S	0
Other Expenses (identify)	••••••		🗖	S	0
Total:		• • • •	⊠	s_1	3,500
			•		

_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND	USI	OF PROCEED	S
	b. Enter the difference between the aggregate offering price given in response to Part C-tion 1 and total expenses furnished in response to Part C - Question 4.a. This difference "adjusted gross proceeds to the issuer."	is th	ıc	<u>\$ 2,886,500</u>
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed used for each of the purposes shown. If the amount for any purpose is not known, furrestimate and check the box to the left of the estimate. The total of the payments listed must the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b.	aish a t equ	n Li	••
	and despendent processes to the insign at forth in responde to Fair C - Question 4.0		Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	. 🗖	S 0	⊠ \$ 24,000
	Purchase of real estate	. 🗅	<u> 0</u>	s 0
	Purchase, rental or leasing and installation of machinery and equipment	. 🗅	<u>s 0</u>	□ ś 0
	Construction or leasing of plant buildings and facilities	. 🗅	<u> </u>	s 0
	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)	. , 🗅	S	5 0
	Repayment of indebtedness	. 🗅	<u> </u>	D \$0
	Working capital	. 🗖	<u> 0</u>	$\boxtimes \2,862,500
	Other (specify):	_ 🗅	S 0	S 0
		- . <u>"</u> D	\$ 0	□ s 0
	Column Totals	. 🗖	<u></u>	⊠ \$2,862,300
	Total Payments Listed (column totals added)	•	⊠ \$ <u>2</u>	886,500
	D. FEDERAL SIGNATURE	<u> </u>	. ,	·
ol	e issuer has duly caused this notice to be signed by the undersigned duly authorized persollowing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities test of its staff, the information furnished by the issuer to any non-accredited investor pu	and E	xchange Commis	sion, upon written re
u	uer (Print or Type) Signature		Date	171
F	rog and Toad Company LLC Signature Signature Signature	W	4-1	9/22/03
F	me of Signer (Print or Type) Robert Boyett Theatricals LLC By: Robert Boyett Title of Signer (Print or Type) Manager of Managing	Men	nber	

E. STAT	E SICNATI	HE	

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions No of such rule?

See Appendix, Column 5, for state response.

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- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Signatore Frog and Toad Company LLC 9/22/03 Name (Print or Type) Title (Print or Robert Boyett Theatricals LLC Manager of Managing Member By: Robert Boyett

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photo copies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)	Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL			***************************************				,		
AK						t grade and the	•		
AZ									
AR			•						
CA		Х	LLC Interest \$ 460.000	7	\$ 460,000	0	0	·	. X
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1	Intend	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item1)	Type of investor and amount purchased in State (Part C-ltem 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)	
State	Yes	No	1 (0) 1 (1) 13 (1)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	_No
MT							· ·		
NE									
NV							•		
NH			# 14 A						
NJ									
NM			V						
NY		х	LLC Interest \$2,440,000	9	\$2,425,00	1	\$ 15,000		Х
NC					·				
ND									
ОН.	,								
ОК						11.			
OR									·
PA		7.0							
RI	-			- 44 v	#		y_{ij}		
. SC									
SD						s of the same	· · · · · · · · · · · · · · · · · · ·		
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TX		2.		8 4 7					
UT		`.						ĺ	
VT.		7 -							
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WY			,	naž arti. Vigo. Lietus			c .		
PR									