

1067874

FORM D

NOTICE OF SALE OF SECURITIES

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



03043162

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering: (check if this is an amendment and name has changed, and indicate change.)
Subordinated Debenture (including Warrants)

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

Type of Filing: 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.)
Three Dog Bakery, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) 1627 Main Street, Suite 700, Kansas City, Missouri 64108	Telephone Number (Including Area Code) (816) 474-3647
Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)

Brief Description of Business
Manufacturer of pet food products

Type of Business Organization:
 corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

PROCESSED

DEC 23 2003

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
 0 2 9 1

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

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.

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.

W

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
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

KCEP I, L.P.

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

233 West 47th Street, Kansas City, Missouri 64113

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

Full Name (Last name first, if individual)

Diamond State Ventures, L.P.

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

200 South Commerce, Little Rock, Arkansas 72201

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

Full Name (Last name first, if individual)

KCEP Ventures II, L.P.

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

233 W. 47th Street, Kansas City, MO 64112

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

Full Name (Last name first, if individual)

Reisler, William

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

Kansas City Equity Partners, 233 West 47th Street, Kansas City, Missouri 64113

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

Full Name (Last name first, if individual)

Butler, Ronald

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

Three Dog Bakery, Inc., 1627 Main Street, Suite 700, Kansas City, MO 64108

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

Full Name (Last name first, if individual)

Beckloff, Mark

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

Three Dog Bakery, Inc., 1627 Main Street, Suite 700, Kansas City, MO 64108

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

Full Name (Last name first, if individual)

Hays, Joe

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

Diamond State Ventures, L.P., 200 S. Commerce Street, Suite 400, Little Rock, AR 72201

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

Full Name (Last name first, if individual)

Dorsey, C. Donald

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

3717 S. Gambel Quail Way, Superstition Mountain, AZ 85219

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

Full Name (Last name first, if individual)

Bernstein, Robert

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

Bernstein Rein Advertising, 4600 Madison Avenue, Kansas City, MO 64112

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

Full Name (Last name first, if individual)

Clark, Maxine

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

Build-A Bear Workshop, 1954 Innerbelt Business Center Dr.

A. BASIC IDENTIFICATION DATA (CONTINUED)

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

Full Name (Last name first, if individual)

Islinger, Robert

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

Three Dog Bakery, Inc., 1627 Main Street, Suite 700, Kansas City, MO 64108

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

Full Name (Last name first, if individual)

Dye, Daniel

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

Three Dog Bakery, Inc., 1627 Main Street, Suite 700, Kansas City, MO 64108

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

Full Name (Last name first, if individual)

Fenton, Gary

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

Three Dog Bakery, Inc., 1627 Main Street, Suite 700, Kansas City, MO 64108

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

Full Name (Last name first, if individual)

Beckloff, LuAnn

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

48-812 Mescal Ln., Palm Desert, CA 92260

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

Full Name (Last name first, if individual)

Warren, Kathy

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

Three Dog Bakery, Inc., 1627 Main Street, Suite 700, Kansas City, MO 64108

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

Full Name (Last name first, if individual)

RNG Investments, L.P.

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

c/o Aquila, 20 W. 9th Street, Kansas City, MO 64105

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

Full Name (Last name first, if individual)

Lozoff, Gail and Richard

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

6429 Willow Lane, Mission Hills, KS 66208

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

Full Name (Last name first, if individual)

Beckloff, Mitchell

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

12309 9th Helena Dr., Los Angeles, CA 90049

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

Full Name (Last name first, if individual)

Beckloff, Michael C.

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

7400 W. 110th St., Suite 300, Overland Park, KS 66210

A. BASIC IDENTIFICATION DATA (CONTINUED)

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

Full Name (Last name first, if individual)

Systems Information Management Services, Inc.

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

4008 Woodgrove Lane, Winston Salem, NC 27104

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

Full Name (Last name first, if individual)

Valentine-McCormick-Ligibel, Inc.

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

250 Richards Road, Suite 255, Kansas City, MO 64116

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

Full Name (Last name first, if individual)

Robert Bernstein Trust

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

4600 Madison Avenue, Kansas City, MO 64112

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

Full Name (Last name first, if individual)

Midwest Venture Capital LLC

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

1100 Main, Suite 350, P.O. Box 26158, Kansas City, MO 64196

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

Full Name (Last name first, if individual)

Capco Holding, LLC

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

300 W. 11th Street, Kansas City, MO 64105

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

Full Name (Last name first, if individual)

Starburst, LLC

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

300 W. 11th Street, Kansas City, MO 64105

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

Full Name (Last name first, if individual)

Robert Bernard

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

440 West Ontario, Suite 400, Chicago, IL 60610

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)

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
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$500
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.

Full Name (Last name first, if individual)
 N/A

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]

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]
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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]
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
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 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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 1 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 Allocate between warrant and debentures	\$ -0-	\$ -0-
Equity Associated _____ <input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ -0-	\$ -0-
Convertible Securities (including warrants)	\$ 974,809	\$ 974,809
Partnership Interests	\$ -0-	\$ -0-
Other (Specify Associated)	\$ -0-	\$ -0-
Total	\$ 974,809	\$ 974,809

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	_____ 20	\$ 974,809
Non-accredited Investors	_____ -0-	\$ -0-
Total (for filings under Rule 504 only)	_____ -0-	\$ 974,809

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	_____ -0-	\$ -0-
Regulation A	_____ -0-	\$ -0-
Rule 504	_____ -0-	\$ -0-
Total	_____ -0-	\$ -0-

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 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"/>	\$ -0-
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ -0-
Accounting Fees.....	<input type="checkbox"/>	\$ -0-
Engineering Fees.....	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ -0-
Other Expenses (identify) Legal.....	<input checked="" type="checkbox"/>	\$ 35,000
Total	<input type="checkbox"/>	\$ 35,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expense furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 939,809

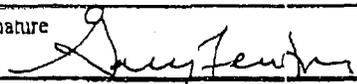
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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.

	Payments to Officers, Directors, and Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase of real estate	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Construction or leasing of plant building and facilities	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -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)	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Repayment of indebtedness	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Working capital	<input type="checkbox"/> \$ -0-	<input checked="" type="checkbox"/> \$ 939,809
Other (specify):	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Column Totals.....	<input type="checkbox"/> \$ -0-	<input type="checkbox"/> \$ -0-
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ 939,809	

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) Three Dog Bakery, Inc.	Signature 	Date 12-17-03
Name of Signer (Print or Type) Gary Fenton	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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