

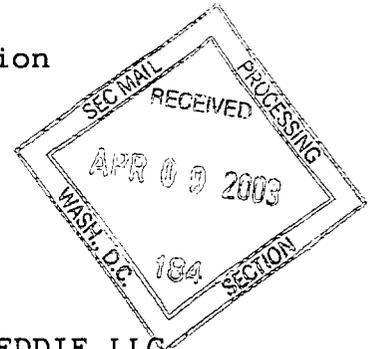
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FORM D  
U.S. Securities and Exchange Commission  
Washington, D.C. 20549



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



Name of Offering: MAGIC HANDS FREDDIE 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: MAGIC HANDS FREDDIE LLC

Address of Executive Offices Telephone  
350 Fifth Avenue, Suite 2420 212 315-0800  
New York, NY 10118

Address of Principal Business Operations if different:  
N/A

Brief Description of Business:

Production of stage play, "MAGIC HANDS FREDDIE"

Type of business Organization:  
limited liability company

Estimated or actual date of Organization: 3/2003

\_\_\_ Estimated X Actual

Jurisdiction of Organization: NY

2.

Categories that apply:  
Beneficial Owner, Promoter, Managing Member

Name and Address:  
Matthow, Dana  
322 West 57th St, Apt. 25T  
New York, NY 10019

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APR 10 2003  
THOMSON FINANCIAL

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Greiner, Kenneth  
105 Fifth Avenue  
New York, NY 10003

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Alpert, Steven  
760 West End Avenue, #14E  
New York, NY 10025

Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

Shaw, Arje  
3002 Buymont Road  
Marlton, NJ 08503

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

<u>1. 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	\$350,000	
TOTAL	\$350,000	0

2.	Number of Investors	Aggregate Dollar Amount of Purchases
	<u>          </u>	<u>          </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	<u>          </u>	\$	
Printing and Engraving Costs	<u>          </u>	\$	
Legal Fees	<u>    x    </u>	\$	2,500
Accounting Fees	<u>          </u>	\$	
Engineering Fees	<u>          </u>	\$	
Sales Commissions	<u>          </u>	\$	
Other Expenses (Identify) Blue Sky photocopying, etc.	<u>    x    </u>	\$	500
TOTAL:	<u>    x    </u>	\$	3,000

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

  x             \$ 347,000

5. Amount of adjusted gross proceeds to the issuer

	<u>Payments to Officers, Directors &amp; Affiliates</u>	<u>Payments to Others</u>
Salaries and Fees	<u>  x  </u> \$	<u>  x  </u> \$ 60,000
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> \$ 30,000
Rehearsal & casting expenses, bonds, deposits, advances; advertising & promotion; general & administrative; reserve	<u>  x  </u> \$ 3,750	<u>  x  </u> \$253,250
Column Totals:	<u>  x  </u> \$ 3,750	<u>  x  </u> \$343,250
Total Payments Listed: (column totals added)	<u>  x  </u> \$	347,000

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.

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Issuer:	Signature:	Date:
MAGIC HANDS FREDDIE LLC		, 2003 4/2/03
Name of Signer: Dana Matthow	Title of Signer: Managing Member of the Issuer	

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