

24-10115

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 1-A / A

REGULATION A OFFERING STATEMENT
UNDER THE SECURITIES ACT OF 1933

RECEIVED

JUN 23 2005

DIVISION OF CORPORATION FINANCE
OFFICE OF EMERGING GROWTH COMPANIES

The 3PM Music Group, Inc.
Tennessee

(State or jurisdiction of incorporation or organization)

915 Kelley Road Suite B • Memphis, TN 38111

(901) 432-0009

www.3pmmusic.com

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PROCESSED

JUN 24 2005

THOMSON
FINANCIAL

3652 8741

(Primary Standard Industrial Classification
Code Number)

20-2389450

(I.R.S. Employer Identification No.)

This offering statement shall only be qualified upon order of the Commission, unless a subsequent amendment is filed indicating the intention to become qualified by operation of the terms of Regulation A.

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SIGNATURES

The issuer has duly caused this offering statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee, on June 23, 2005.

(Issuer) The 3PM Music Group, Inc.

By (Signature and Title)

Jonathan W. Cross II - President/CEO

This offering statement has been signed by the following persons in the capacities and on the dates indicated.

(Signature)

Jonathan W. Cross II

(Name) please type or print

Jonathan W. Cross II

(Title)

President/Chief Executive Officer/CEO - Chairman

(Date)

6/23/05

(Signature)

Marico M. Galloway

(Name) please type or print

Marico M. Galloway

(Title)

VP of Urban A+R / Director

(Date)

6/23/05

(Signature)

Jason T. Clark

(Name) please type or print

JASON T. CLARK

(Title)

VP of Gospel A+R / Director

(Date)

6/23/05

(Signature)

(Name) please type or print

(Title)

(Date)

(Signature)

(Name) please type or print

(Title)

(Date)