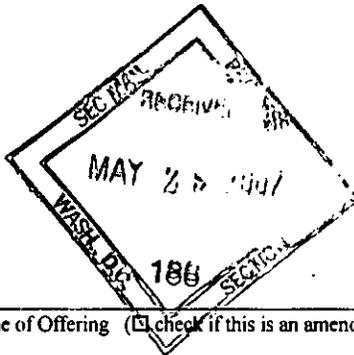


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, Estimated average burden 16.00 hours per response.



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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields.

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

H2Diesel Holdings, Inc. / Offering of Series A Cumulative Convertible Preferred Stock(1)

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.)

H2Diesel Holdings, Inc.

Address of Executive Offices: 11111 Katy Freeway, Suite 910, Houston, TX 77079. Telephone Number: (713) 973-5720.

Address of Principal Business Operations (if different from Executive Offices). Telephone Number (Including Area Code).

Brief Description of Business

The Issuer, through its wholly owned subsidiary, H2Diesel Inc., a Delaware corporation, holds an exclusive license for North America, Central America, and the Caribbean to exploit proprietary technology to manufacture bio-fuel that is intended to be marketed as a new class of bio-fuel or fuel additive for power generation, heavy equipment, marine use, and as heating fuel.

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

Actual or Estimated Date of Incorporation or Organization: Month 03, Year 06. Actual, Estimated.

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

PROCESSED JUN 11 2007 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, 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.

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.

SEC 1972 (5-05) Persons who 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.

(1) The Issuer is offering up to 27,950 shares of its Series A Cumulative Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock") at the price of \$100.00 per share. Each investor that participates in the offering will also receive a warrant (the "Warrants" and together with the Preferred Stock, the "Offered Securities") exercisable for a

number of shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock"), equal to 50% of the number of shares of Common Stock into which the Preferred Stock purchased by such investor is initially convertible.



**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? ..... \$          N/A
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information required 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)

**Empire Financial Group**

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

**2170 W. State Rd. 434, Suite 100, Longwood, FL 32779**

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]	X[AZ]	[AR]	X[CA]	X[CO]	X[CT]	[DE]	[DC]	X[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	X[NY]	X[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]
[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.....	\$ <u>5,590,000<sup>(2)</sup></u>	\$ <u>2,795,000</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred <sup>(1)</sup>		
Convertible Securities (including Warrants).....	\$ <u>(1)</u>	\$ <u>(1)</u>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total .....	\$ <u>5,590,000<sup>(2)</sup></u>	\$ <u>2,795,000</u>

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.....	<u>18</u>	\$ <u>2,795,000</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

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.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>N/A</u>	\$ <u>N/A</u>

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"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>75,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>25,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ <u>409,000<sup>(3)</sup></u>
Other Expenses (identify).....	<input checked="" type="checkbox"/>	\$ <u>41,000</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>550,000</u>

(1) The Issuer is offering up to 27,950 shares of its Series A Cumulative Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock") at the price of \$100.00 per share. Each investor that participates in the offering will also receive a warrant (the "Warrants" and together with the Preferred Stock, the "Offered Securities") exercisable for a number of shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock"), equal to 50% of the number of shares of Common Stock into which the Preferred Stock purchased by such investor is initially convertible.

(2) Includes \$2,795,000 of additional Offered Securities that may be purchased at the option of subscribers within 30 days following the closing of the offering (the "Additional Offered Securities"). This Form D is intended to cover the Offered Securities, the Additional Offered Securities, and the shares of Common Stock underlying the Warrants included in the Offered Securities and the Additional Offered Securities.

(3) Represents commissions paid for the purchase of an aggregate of \$2,045,000 of Offered Securities and \$2,045,000 of Additional Offered Securities, if such Additional Offered Securities are purchased. The commissions will also include warrants to purchase an aggregate of 68,166 shares of Common Stock if all such Offered Securities and Additional Securities are purchased.

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

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." .....

\$ 5,040,000

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 & Affiliates		Payments to Others
Salaries and Fees.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,100,000<sup>(4)</sup></u>
Purchase of real estate.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or lease of plant buildings and facilities .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>2,590,000<sup>(5)</sup></u>
Other (specify) <u>Payment of Accounts Payable</u> .....			<input checked="" type="checkbox"/>	\$ <u>350,000</u>
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>5,040,000</u>
Total Payments Listed (column totals added) .....			<input checked="" type="checkbox"/>	\$ <u>5,040,000</u>

**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) <b>H2Diesel Holdings, Inc.</b>	Signature 	Date <b>5/23/07</b>
Name of Signer (Print or Type) <b>David A. Gillespie</b>	Title of Signer (Print or Type) <b>President and Chief Executive Officer</b>	

(4) Payment of fees due under the Exclusive License Agreement dated March 20, 2006, with Ferdinando Petrucci, as amended on September 13, 2006.  
 (5) Includes payment of salaries and other general working capital and corporate expenses.

**ATTENTION**

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

**END**