

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

1230405

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PROCESSEL

FORM D

JUL 03 2007 /k
THOMSON
FINANCIAL

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

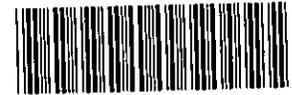
SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)
Private Placement - \$0.50 per share of common stock

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

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA



07069727

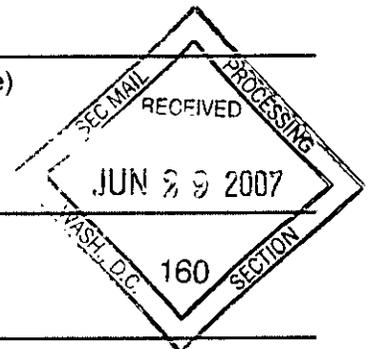
1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
Pacific Gold Entertainment Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)
#7 - 536 Cambie Street, Vancouver, British Columbia, V6B 2N7, Canada
Telephone Number (Including Area Code) **604-682-2822**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
same
Telephone Number (Including Area Code) **same**
(if different from Executive Offices)

Brief Description of Business:
Producer of films and other entertainment media.



Type of Business Organization

[X] corporation [] limited partnership, already formed [] other (please specify):
[] business trust [] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization: [0]3 [0]3 [X] Actual [] Estimated

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

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 Promoter Beneficial Executive Director General and/or
Apply: Owner Officer Partner

Full Name (Last name first, if individual) **Tuit, Mark**

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

536 Cambie Street, Suite #7, Vancouver, British Columbia, V6B 2N7, Canada

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

Full Name (Last name first, if individual) **Loudoun, Ron**

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

536 Cambie Street, Suite #7, Vancouver, British Columbia, V6B 2N7, Canada

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

Full Name (Last name first, if individual) **George, Michael**

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

536 Cambie Street, Suite #7, Vancouver, British Columbia, V6B 2N7, Canada

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

Full Name (Last name first, if individual) **Daignault, Rene**

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

1100 Melville Street, 6th Floor, Vancouver, British Columbia, V6E 4 A6, Canada

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	0	\$ <u>0</u>
Non-accredited Investors	0	\$ <u>0</u>
Total (for filings under Rule 504 only)	0	\$ <u>0</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, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

		Dollar Amount Sold
Type of offering	Type of Security	
Rule 505	N/A	\$ _____
Regulation A	N/A	\$ _____
Rule 504	N/A	\$ _____
Total	N/A	\$ _____

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	[✓]	\$ <u>1,500</u>
Printing and Engraving Costs	[]	\$ <u>0</u>
Legal Fees	[✓]	\$ <u>8,500</u>
Accounting Fees	[]	\$ <u>0</u>
Engineering Fees	[]	\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	[]	\$ <u>0</u>
Other Expenses (identify) <u>Filing Fees State filing fees</u>	[✓]	\$ <u>5,000</u>
Total	[✓]	\$ <u>15,000</u>

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."

\$1,985,000

END