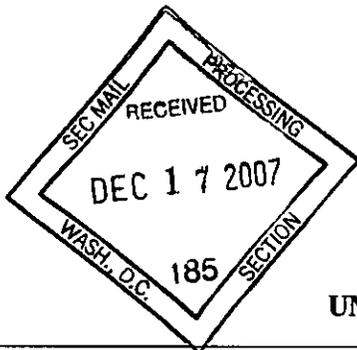


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

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.)

Essence Group Holdings Corporation / Offering of common stock, preferred stock, and warrants in connection with a business combination

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

PROCESSED

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.)

DEC 31 2007

Essence Group Holdings Corporation

Address of Executive Offices: 11477 Olde Cabin Road, Suite 400, Creve Coeur, MO 63141. Telephone Number: 781-771-9650. Address of Principal Business Operations: Same. Telephone Number: Same.

THOMSON FINANCIAL stamp

Brief Description of Business

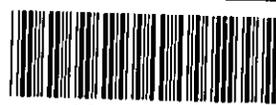
The issuer was formed to serve as a holding company that will manage and govern the combined businesses of Wellinx and Essence (each as defined in footnote 1) after the consummation of the business combination.

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: 08/07

Actual, Estimated checkboxes



07086278

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State: DE)

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.

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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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 |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 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)

NOT APPLICABLE

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]
[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	\$ <u>0-</u>	\$ <u>0-</u>
Equity (1).....	\$ <u>100,790,270⁽²⁾</u>	\$ <u>94,883,910⁽³⁾</u>
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including Warrants) (1)	\$ <u>7,554,855⁽⁴⁾</u>	\$ <u>5,867,152⁽⁵⁾</u>
Partnership Interests	\$ <u>0-</u>	\$ <u>0-</u>
Other (Specify _____).....	\$ <u>0-</u>	\$ <u>0-</u>
Total.....	\$ <u>108,345,125</u>	\$ <u>100,751,062</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>55</u>	\$ <u>99,681,658</u>
Non-accredited Investors	<u>14</u>	\$ <u>1,069,404</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>2,076,763</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>43,440</u>
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____
Other Expenses (identify).....	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	\$ <u>2,120,203</u>

See footnotes on Page 4A

(1) This Form D is being filed in connection with a business combination pursuant to which (i) Wellinx, Inc. ("Wellinx") became a wholly-owned subsidiary of the Issuer through a merger; (ii) the Wellinx stockholders received shares of the Issuer's common stock ("Common Stock") and preferred stock valued in the aggregate at \$27,247,189 (the "Merger Shares"); (iii) Essence Holding Company, LLC ("EHC"), the holder of all of the partnership interests in Essence L.L.P. ("Essence") contributed its interests in Essence and its membership interests in the subsidiary limited liability company to the Issuer in exchange for shares of the Issuer's Series E Preferred Stock ("Series E Preferred") valued at \$50,136,721 (the "EHC Shares"); (iv) certain persons received warrants to purchase shares of Common Stock valued in the aggregate at \$867,152 in connection with the contribution by EHC (the "EHC Warrants"); (v) an investor (the "Investor") purchased \$17,500,000 worth of Series E Preferred (the "Investor Shares") and received a warrant to purchase an additional \$5,000,000 worth of Series E Preferred (the "Investor Warrant"); and (vi) the Issuer is offering to the stockholders of Wellinx on a pro rata basis the rights to purchase an aggregate of \$5,906,360 worth of Series E Preferred (the "Rights Offering Shares") and warrants to purchase an aggregate of \$1,687,703 worth of Series E Preferred (the "Rights Offering Warrants"). This Form D is intended to cover the Merger Shares, the EHC Shares, the EHC Warrants, the Investor Shares, the Investor Warrant, the Rights Offering Shares, and the Rights Offering Warrants. This Form D is also intended to cover (i) the shares of Common Stock and Series E Preferred issuable upon conversion of the Merger Shares that are preferred stock, the EHC Shares, the Investor Shares, and the Rights Offering Shares; (ii) the shares of Common Stock issuable upon exercise of the EHC Warrants; and (iii) the shares of Series E Preferred issuable upon exercise of the Investor Warrant and the Rights Offering Warrants.

(2) Represents the Merger Shares, the EHC Shares, the Investor Shares, and the Rights Offering Shares.

(3) Represents the Merger Shares, the EHC Shares, and the Investor Shares.

(4) Represents the EHC Warrants, the Investor Warrant, and the Rights Offering Warrants.

(5) Represents the EHC Warrants and the Investor Warrant.

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."

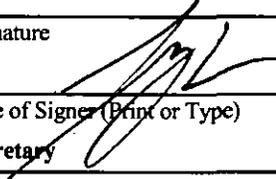
\$ 21,286,157⁽⁶⁾

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 type="checkbox"/>	\$ _____
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>21,286,157</u>
Other (specify).....				
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>21,286,157</u>
Column Totals.....			<input checked="" type="checkbox"/>	\$ <u>21,286,157</u>
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ <u>21,286,157</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) Essence Group Holdings Corporation	Signature 	Date 12/10/07
Name of Signer (Print or Type) Greg M. Rice	Title of Signer (Print or Type) Secretary	

(6) Represents the adjusted gross proceeds to the Issuer based on the aggregate offering price of the Investor Shares and the Rights Offering Shares. The Issuer has not and will not receive funds as payment for the Merger Shares, the EHC Shares, the EHC Warrants, the Investor Warrant, and the Rights Offering Warrants. Does not include the value of shares issuable upon exercise of any of the warrants.

ATTENTION

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

END