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FORM D

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SEC Mail Processing Section

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

FORM D

MAR 17 2008

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

Washington, DC 110

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.)

PARK PLACE ENERGY CORP.: Private Placement of 857,143 Units (1)(2)(3)

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

1. Enter the information requested about the issuer

Name Of Issuer ([] Check If This Is An Amendment And Name Has Changed, And Indicate Change.)

PARK PLACE ENERGY CORP.

Address of Executive Offices (Number and Street, City, State, Zip Code)

Suite 300, 840 - 6th Avenue SW Calgary, Alberta, Canada, T2P 3E5

Telephone Number (Including Area Code)

(604) 685-0076

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

(same as above)

Telephone Number (Including Area Code)

(same as above)

PROCESSED

Brief Description of Business

Crude Petroleum & Natural Gas

Type of Business Organization

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

MAR 17 2008

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

Month 0 8 Year 2 0 0 4

[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)

CN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal 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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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.

- (1) Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one common share at an exercise price of CDN\$0.10 (US\$0.10^(3)) per share on or before March 1, 2009 and at a price of CDN\$0.15 (US\$0.15^(3)) per share on or before March 1, 2010.
(2) The Units were offered at a subscription price of CDN\$0.07 (US\$0.07^(3)) per share.
(3) U.S. Dollar equivalent based on the noon buying rate in New York on February 29, 2008, as certified by the New York Federal Reserve Bank for customs purposes, of 0.9796.

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 Apply: Promoter Beneficial Owner Executive Officer Director General/Managing Partner

Full Name (Last name first, if individual)

STADNYK, DAVID

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

4725 West 4th Avenue, Vancouver, BC, Canada, V6T 1E4

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

Full Name (Last name first, if individual)

LESLIE, ERIC M.

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

402, 1235 Cameron Avenue SW, Calgary, AB, Canada, T2T 0L1

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(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	
Debt	
Equity	
	[] Common [] Preferred
Convertible Securities (including warrants)	
Partnership Interests	
Other (Specify): 857,143 Units⁽¹⁾⁽²⁾⁽³⁾ at a price of \$0.07⁽²⁾⁽³⁾ per Unit.	
Total	

Aggregate Offering Price	Amount Already Sold
\$0	\$0
\$0	\$0
\$0	\$0
\$60,000 ⁽³⁾	\$60,000 ⁽³⁾
\$60,000 ⁽³⁾	\$60,000 ⁽³⁾

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."

Accredited Investors	
Non-accredited Investors	
Total (for filings under Rule 504 only)	

Number Investors	Aggregate Dollar Amount Of Purchases
2	\$60,000 ⁽³⁾
0	\$0
0	\$0

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.

Type of offering	
Rule 505	
Regulation A	
Rule 504	
Total	

Type of Security	Dollar Amount Sold
N/A	\$ 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	[]	\$0
Printing and Engraving Costs	[]	\$0
Legal Fees	[X]	\$1,000 ⁽³⁾
Accounting Fees	[X]	\$0
Engineering Fees	[]	\$0
Sales Commissions	[X]	\$
Other Expenses (identify): State Filing Fees	[X]	\$785 ⁽³⁾
Total	[X]	\$1,785 ⁽³⁾

- (1) Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one common share at an exercise price of CDN\$0.10 (US\$0.10⁽³⁾) per share on or before March 1, 2009 and at a price of CDN\$0.15 (US\$0.15⁽³⁾) per share on or before March 1, 2010.
- (2) The Units were offered at a subscription price of CDN\$0.07 (US\$0.07⁽³⁾) per share.
- (3) U.S. Dollar equivalent based on the noon buying rate in New York on February 29, 2008, as certified by the New York Federal Reserve Bank for customs purposes, of 0.9796.

4. 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.

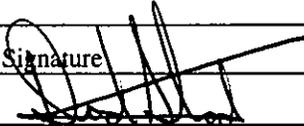
This difference is the "adjusted gross proceeds to the issuer." \$58,215⁽³⁾

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"/>	\$0	<input type="checkbox"/>	\$0
Purchase of real estate	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
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"/>	\$0	<input type="checkbox"/>	\$0
Repayment of indebtedness	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Working capital	<input type="checkbox"/>	\$0	<input checked="" type="checkbox"/>	\$58,215 ⁽³⁾
Other (specify):	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Column Totals	<input type="checkbox"/>	\$0	<input checked="" type="checkbox"/>	\$58,215 ⁽³⁾
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/>		<u>\$58,215⁽³⁾</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)	Signature 	Date
PARK PLACE ENERGY CORP.		March 7, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
David Stadnyk	Chairman	

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

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Share of Common Stock (SHARE ⁽¹⁾)	4 Type of investor and Amount purchases in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AR									
AZ									
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									
NY		X	357,143 Units ⁽¹⁾⁽²⁾⁽³⁾ at an aggregate price of \$25,000 ⁽³⁾	1	\$25,000 ⁽³⁾	0	0		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									

APPENDIX

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and Amount purchases in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
TX							
UT							
VT							
VA							
WA	X	500,000 Units ⁽¹⁾⁽²⁾⁽³⁾ at an aggregate price of \$35,000 ⁽³⁾	1	\$35,000 ⁽³⁾	0	0	X
WV							
WI							
WY							
PR							

- (1) Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one common share at an exercise price of CDN\$0.10 (US\$0.10⁽³⁾) per share on or before March 1, 2009 and at a price of CDN\$0.15 (US\$0.15⁽³⁾) per share on or before March 1, 2010.
- (2) The Units were offered at a subscription price of CDN\$0.07 (US\$0.07⁽³⁾) per share.
- (3) U.S. Dollar equivalent based on the noon buying rate in New York on February 29, 2008, as certified by the New York Federal Reserve Bank for customs purposes, of 0.9796.

END