

FORM D

Notice of Exempt Offering of Securities

Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL
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Washington, DC 106
SEP 22 2008
Section of Securities and Exchange Commission

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

Item 1. Issuer's Identity

Name of Issuer: Chiapas Organic Holdings, Inc.
Jurisdiction of Incorporation/Organization: Delaware

Previous Name(s): [X] None

Entity Type (Select one): [X] Corporation

Year of Incorporation/Organization (Select one): [X] Within Last Five Years (specify year) 2008

(If more than one issuer is filing this notice, check this box [ ] and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: c/o Randolph G. Muhlestein of Musick, Peeler & Garrett LLP
Street Address 2: 1 Wilshire Boulevard, Suite 2000
City: Los Angeles, State/Province/Country: California, ZIP/Postal Code: 90017-3321, Phone No.: (213) 629-7600

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Item 3. Related Persons

Last Name: Velez, First Name: Javier, Middle Name: [ ]

Street Address 1: Purisima 3 El Rosario, City: Garza-Garcia, State/Province/Country: Nuevo Leon/Mexico, ZIP/Postal Code: 66247

Relationship(s): [X] Executive Officer, [X] Director, [ ] Promoter

Clarification of Response (if Necessary)



(Identify additional related persons by checking this box [ ] and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture, Banking and Financial Services, Business Services, Energy, Health Care, Manufacturing, Real Estate, Construction, REITS & Finance, Residential, Other Real Estate, Retailing, Restaurants, Technology, Travel, Other

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Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
\$1 - \$1,000,000
\$1,000,001 - \$5,000,000
\$5,000,001 - \$25,000,000
\$25,000,001 - \$100,000,000
Over \$100,000,000
Decline to Disclose
Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
\$1 - \$5,000,000
\$5,000,001 - \$25,000,000
\$25,000,001 - \$50,000,000
\$50,000,001 - \$100,000,000
Over \$100,000,000
Decline to Disclose
Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
Rule 504(b)(1)(i)
Rule 504(b)(1)(ii)
Rule 504(b)(1)(iii)
Rule 505
Rule 506
Securities Act Section 4(6)
Investment Company Act Section 3(c)
Section 3(c)(1)
Section 3(c)(2)
Section 3(c)(3)
Section 3(c)(4)
Section 3(c)(5)
Section 3(c)(6)
Section 3(c)(7)
Section 3(c)(9)
Section 3(c)(10)
Section 3(c)(11)
Section 3(c)(12)
Section 3(c)(13)
Section 3(c)(14)

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: 09/08/08 OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- Equity
Debt
Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
Pooled Investment Fund Interests
Tenant-in-Common Securities
Mineral Property Securities
Other (Describe)

Empty box for describing other securities.

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Empty box for clarification of response.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 5,000.00

Item 12. Sales Compensation

Recipient

(None)

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation All States

- Grid of state checkboxes: 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 287,310

OR Indefinite

(b) Total Amount Sold \$ 287,310

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 0

OR Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

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Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ (None)

Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ (None)

Estimate

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 20,000.00

Estimate

Clarification of Response (if Necessary)

Payments estimated above are solely for salaries of executive officers. No payments have been or are proposed to be made for any other purpose to anyone named in Item 3, above.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each Identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

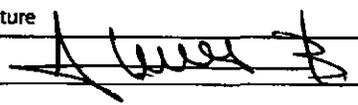
Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each Identified Issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)  
Chiapas Organic Holdings, Inc.

Name of Signer  
Javier Velez

Signature  


Title  
Chief Executive Officer

Number of continuation pages attached: 2

Date  
09/18/08

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Fairchild, First Name: Sam, Middle Name: [ ]  
Street Address 1: 7 Cherry Lane, Street Address 2: [ ]  
City: Brookside, State/Province/Country: New Jersey, ZIP/Postal Code: 07926  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Livas, First Name: Eduardo, Middle Name: [ ]  
Street Address 1: Mision de San Luis #201, Street Address 2: [ ]  
City: Santiago, State/Province/Country: Nuevo Leon/Mexico, ZIP/Postal Code: C.P. 67603  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Alcala, First Name: Francisco, Middle Name: J.  
Street Address 1: Presidente Masaryk #89 3rd Floor, Street Address 2: Edificio Banorte, Cal. Polanco  
City: Delegacion Miguel Hidalgo, State/Province/Country: Mexico, Distrito Federal, ZIP/Postal Code: C.P. 11570  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Montemayor, First Name: Sergio, Middle Name: Eduardo  
Street Address 1: Monte de Piedad #7, Street Address 2: [ ]  
City: Mexico City, State/Province/Country: Mexico, ZIP/Postal Code: 11000  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Livas, First Name: Juan, Middle Name: Francisco  
Street Address 1: Madero 336 Nte. #1, Street Address 2: [Blank]  
City: Centro, Linares, State/Province/Country: Nuevo Leon/Mexico, ZIP/Postal Code: C.P. 67700  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: [Blank], First Name: [Blank], Middle Name: [Blank]  
Street Address 1: [Blank], Street Address 2: [Blank]  
City: [Blank], State/Province/Country: [Blank], ZIP/Postal Code: [Blank]  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: [Blank], First Name: [Blank], Middle Name: [Blank]  
Street Address 1: [Blank], Street Address 2: [Blank]  
City: [Blank], State/Province/Country: [Blank], ZIP/Postal Code: [Blank]  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: [Blank], First Name: [Blank], Middle Name: [Blank]  
Street Address 1: [Blank], Street Address 2: [Blank]  
City: [Blank], State/Province/Country: [Blank], ZIP/Postal Code: [Blank]  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [Blank]

(Copy and use additional copies of this page as necessary.)

END