

1451196

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

OMB APPROVAL
 OMB Number: 3235-0076
 Expires: November 30, 2008
 Estimated average burden hours per response: 4 00

Item 1. Issuer's Identity

Name of Issuer

Topspin Hart Holdings, LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2008 Yet to Be Formed

Previous Name(s)

None

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

(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

Three Expressway Plaza

City

Roslyn Heights

State/Province/Country

NY

Street Address 2

Suite 100

ZIP/Postal Code

11577

Phone No.

516-625-9400

PROCESSED

DEC 09 2008

Item 3. Related Persons

Last Name

Lebowitz

First Name

Stephen

Middle Name

M.

THOMSON REUTERS

Street Address 1

Three Expressway Plaza

City

Roslyn Heights

State/Province/Country

NY

Street Address 2

Suite 100

ZIP/Postal Code

11577

Mail Processing Section

DEC 25 2008

Washington, DC 20013

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) Chief Executive Officer, President and Member of Board of Directors

(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
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy

- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care

- Manufacturing
- Real Estate
 - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology

- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel

Other



Item 3 Continuation Page

Item 3. Related Persons (Continued)

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Mitra | Neal | |
| Street Address 1 | Street Address 2 | |
| Three Expressway Plaza | Suite 100 | |
| City | State/Province/Country | ZIP/Postal Code |
| Roslyn Heights | NY | 11577 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | Member of Board of Directors | |

| | | |
|--|---|-----------------|
| Last Name | First Name | Middle Name |
| Goldsmith | Jared | |
| Street Address 1 | Street Address 2 | |
| 60 Plant Avenue | | |
| City | State/Province/Country | ZIP/Postal Code |
| Huappauge | NY | 11788 |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | Member of Board of Directors | |

| | | |
|--|--|-----------------|
| Last Name | First Name | Middle Name |
| Randall | Leigh | |
| Street Address 1 | Street Address 2 | |
| Three Expressway | Suite 100 | |
| City | State/Province/Country | ZIP/Postal Code |
| Roslyn Heights | NY | 11577 |
| Relationship(s): | <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | Secretary, Treasurer and Member of Board of Directors | |

| | | |
|--|--|-----------------|
| Last Name | First Name | Middle Name |
| | | |
| Street Address 1 | Street Address 2 | |
| | | |
| City | State/Province/Country | ZIP/Postal Code |
| | | |
| Relationship(s): | <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter | |
| Clarification of Response (if Necessary) | | |

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

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: 11-12-08 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 text 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)

See Exhibit A attached hereto and made a part hereof.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$

Item 12. Sales Compensation

Recipient 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

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 \$ OR Indefinite

(b) Total Amount Sold \$

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

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:

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 \$ Estimate

Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

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

\$ 1,800,000

Estimate

Clarification of Response (if Necessary)

\$1,800,000 of the gross proceeds were used as a portion of the Merger Consideration paid to HSI Investors Inc. pursuant to the terms of an Agreement and Plan of Merger dated November 12, 2008. Jared Goldsmith is the sole shareholder of HSI Investors Inc.

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)
Topspin Hart Holdings, LLC

Name of Signer
Stephen M. Lebowitz

Signature
[Handwritten Signature]

Title
Chief Executive Officer and President

Number of continuation pages attached: 1

Date
11-20-08

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

**Exhibit A to Form D
Topspin Hart Holdings, LLC**

Item 10. Business Combination Transaction

The proceeds of this offering were paid as a portion of the Merger Consideration paid to HSI Investors Inc. pursuant to an Agreement and Plan of Merger dated November 12, 2008 whereby the Issuer acquired all of the membership interests in Hart Systems, LLC.

END