

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

TEMPORARY
FORM D

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

1444351
OMB APPROVAL
OMB Number: 3235-0076
Expires: September 30, 2008
Estimated average burden
hours per response 16.00

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Vortex Pure Water, LLC / Units of Limited Liability Company Membership Interests

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

Vortex Pure Water, LLC

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

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

Brief Description of Business



PROCESSED
OCT 14 2008
THOMSON REUTERS

SEC
Mail Processing
Section
OCT 06 2008

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: Month Year 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)

Washington, DC
101

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009.

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.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed.
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.

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. 1 of 7

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
 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
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)

Moorer, J. Andrew

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

4900 N. Scottsdale Road, Suite 2800, Scottsdale, AZ 85251

Name of Associated Broker or Dealer

Miller Capital Markets, LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

- (Check "All States" or check individual States) All States
- | | | | | | | | | | | | | |
|--|-----------------------------|--|-----------------------------|--|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|--|
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| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input checked="" type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input checked="" type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

Wolford, Christian M.

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

4900 N. Scottsdale Road, Suite 2800, Scottsdale, AZ 85251

Name of Associated Broker or Dealer

Miller Capital Markets, LLC

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

- (Check "All States" or check individual States) All States
- | | | | | | | | | | | | | |
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Full Name (Last name first, if individual)

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

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(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.....	\$ <u>-0-</u>	\$ <u>-0-</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including Warrants).....	\$ <u>-0-</u>	\$ <u>-0-</u>
Partnership Interests.....	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify <u>Units of Limited Liability Company Membership Interests</u>).....	\$ <u>5,050,000⁽¹⁾</u>	\$ <u>5,050,000</u>
Total.....	\$ <u>5,050,000</u>	\$ <u>5,050,000</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>24</u>	\$ <u>5,050,000</u>
Non-accredited Investors.....	<u>-0-</u>	\$ <u>-0-</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"/>	\$ <u> </u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u> </u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>80,000</u>
Accounting Fees.....	<input type="checkbox"/>	\$ <u> </u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u> </u>
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ <u>262,500⁽²⁾</u>
Other Expenses (identify) <u>Blue Sky Filing Fees</u>	<input checked="" type="checkbox"/>	\$ <u>1,525</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>344,025</u>

(1) The Issuer offered up to a maximum of \$10,000,000 of membership interests pursuant to the terms of its Private Placement Memorandum. Following the initial closing for \$5,050,000 on August 12, 2008, the Issuer determined not to extend the offering period.

(2) 131,250 units of the Issuer were also issued to Miller Capital Markets, LLC as a commission for its services.

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."

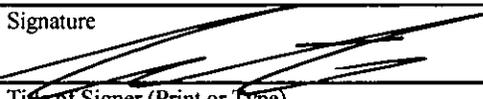
\$ 4,705,975

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 checked="" type="checkbox"/>	\$ <u>1,030,000⁽³⁾</u>	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>3,675,975</u>
Other (specify) _____				
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$ <u>1,030,000</u>	<input checked="" type="checkbox"/>	\$ <u>3,675,975</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ <u>4,705,975</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) Vortex Pure Water, LLC	Signature 	Date 9/22/08
Name of Signer (Print or Type) Andrew Butler	Title of Signer (Print or Type) Chief Executive Officer	

(3) These proceeds were used to repay principal and accrued interest under the Issuer's \$4.2 million loan to affiliates of the Issuer, who in turned repaid such principal amounts pursuant to their loan agreement with Comerica Bank.

END

ATTENTION

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