

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

1142566

OMB APPROVAL

Table with OMB Number, Expires, and Estimated average burden.

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, Filing Under, and Type of Filing fields.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer, Address of Executive Offices, and Address of Principal Business Operations fields.



PROCESSED

OCT 14 2008

Brief Description of Business, Type of Business Organization, and Actual or Estimated Date of Incorporation fields.

THOMSON REUTERS

Jurisdiction of Incorporation or Organization field.

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...

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption.

## 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:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Niman, William</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Kahn, Timothy</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Faggioli, Justin</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Tomes, John</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>5 Revere Drive, Suite 300, Northbrook, Illinois 60062</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Bohr, Ryan</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>5 Revere Drive, Suite 300, Northbrook, Illinois 60062</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Swain, Jeffrey M.</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Martin, Charles</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502</b>				
Check Box(es) that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director
	<input type="checkbox"/> General and/or Managing Partner			
Full Name (Last name first, if individual)				
<b>Natural Food Holdings, LLC</b>				
Business or Residence Address (Number and Street, City, State, Zip Code)				
<b>5 Revere Drive, Suite 300, Northbrook, Illinois 60062</b>				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## 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 and/or Managing Partner

Full Name (Last name first, if individual)

**McConnell, Michael, c/o: Michael and Marilyn McConnell Revocable Trust**

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

**1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502**

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

Full Name (Last name first, if individual)

**Silvius, Eric**

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

**1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502**

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

Full Name (Last name first, if individual)

**Schwartz 1985 Family Trust Agreement, dated 3/6/85, as amended**

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

**1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502**

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

Full Name (Last name first, if individual)

**Maurice S. Kanbar Revocable Trust dated 6/7/01**

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

**1600 Harbor Bay Parkway, Suite 250, Alameda, CA 94502**

Check Box(es) that Apply:       Promoter             Beneficial Owner             Executive Officer             Director  
     General and/or 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 and/or 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 and/or 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 and/or 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.)

## B. INFORMATION ABOUT OFFERING

- Yes No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....
- 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
- Yes No
3. Does the offering permit joint ownership of a single unit?.....
4. Enter the information requested 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. N/A

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]

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.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Convertible Promissory Note).....	\$ <u>1,500,000.00</u>	\$ <u>750,000.00</u>
Total.....	\$ <u>1,500,000.00</u>	\$ <u>750,000.00</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."

Type of Investor	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>1</u>	\$ <u>750,000.00</u>
Non-accredited Investors.....	_____	\$ _____
Total (for filings Under Rule 504 Only).....	_____	\$ _____

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.

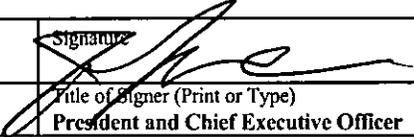
Type of Security	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____

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.....	[ ]	\$ _____
Printing and Engraving Costs.....	[ ]	\$ _____
Legal Fees.....	[X]	\$ <u>20,000.00</u>
Accounting Fees.....	[ ]	\$ _____
Engineering Fees.....	[ ]	\$ _____
Sales Commissions (Specify finder's fees separately).....	[ ]	\$ _____
Other Expenses (identify):.....	[ ]	\$ _____
Total.....	[X]	\$ <u>20,000.00</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) <b>Niman Ranch, Inc.</b>	Signature 	Date
Name of Signer (Print or Type) <b>Jeffrey M. Swain</b>	Title of Signer (Print or Type) <b>President and Chief Executive Officer</b>	

**Attention**

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

**END**