

OCT 09 2008

(See instructions beginning on page 5)

**OMB APPROVAL**  
 OMB Number: 3235-0076  
 Expires: October 31, 2008  
 Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer  
Geeks On Call Holdings, Inc.

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  
814 Kempsville Road, Suite 106  
City: Norfolk State/Province/Country: Virginia

Street Address 2  
ZIP/Postal Code: 23502 Phone No.: 757-466-3448

PROCESSED  
OCT 21 2008  
THOMSON REUTERS

Item 3. Related Persons

Last Name: Cole First Name: Richard Middle Name: Thomas

Street Address 1: 814 Kempsville Road, Suite 106 City: Norfolk State/Province/Country: Virginia ZIP/Postal Code: 23502

Relationship(s):  Executive Officer  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
  - 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 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)**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)      | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6) |   |
|  | <input type="checkbox"/> Section 3(c)(7) |   |

**Item 7. Type of Filing**

- New Notice **OR**  Amendment

Date of First Sale in this Offering:  **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)**

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                       | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                 |
- 

**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)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 20,000

Item 12. Sales Compensation

Recipient: Anderson & Strudwick, Incorporated; Recipient CRD Number: 48; (Associated) Broker or Dealer: None

Street Address 1: 707 East Main Street; Street Address 2: [Blank]; City: Richmond; State/Province/Country: Virginia; ZIP/Postal Code: 23219

States of Solicitation: All States; [X] CA, [X] FL, [X] NY, [X] VA, [X] PA

(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 \$ 6,000,000 OR [ ] Indefinite; (b) Total Amount Sold \$ 495,000; (c) Total Remaining to be Sold \$ 5,505,000 OR [ ] Indefinite

Clarification of Response (if Necessary): [Blank]

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: [Blank]

Enter the total number of investors who already have invested in the offering: 10

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 \$ 65,000 [X] Estimate; Finders' Fees \$ [Blank] [ ] Estimate

Clarification of Response (if Necessary): \$5,000, plus 10.0% of the purchase price of the Units sold plus warrants to purchase a number of shares of Common Stock equal to 8.0% of the number of shares of Common Stock issued in the Offering, plus expenses

**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.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**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)

Geeks On Call Holdings Inc.

Name of Signer

Richard Thomas Cole

Signature

[Handwritten signature]

Title

CEO

Number of continuation pages attached:

5

Date

10/6/08

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.

Items 1 and 2 Continuation Page

Item 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

Entity Type (Select one)  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

At your option, supply separate contact information for this issuer:

Street Address 1

Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No.

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Pickett, First Name: Ronald, Middle Name: Wayne  
Street Address 1: 400 South Front Street, Street Address 2: [Blank]  
City: Wilmington, State/Province/Country: North Carolina, ZIP/Postal Code: 28401  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: Weathers, First Name: James, Middle Name: Lee  
Street Address 1: 2210 Oak Ave, Street Address 2: [Blank]  
City: Northbrook, State/Province/Country: Illinois, ZIP/Postal Code: 60062  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: Johnsen, First Name: James, Middle Name: Edward  
Street Address 1: 7 East Trail, Street Address 2: [Blank]  
City: Darien, State/Province/Country: Connecticut, ZIP/Postal Code: 06820  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: Sanford, First Name: Stephan, Middle Name: Melvin  
Street Address 1: 14635 Creek Club Drive, Street Address 2: [Blank]  
City: Alpharetta, State/Province/Country: Georgia, ZIP/Postal Code: 30004  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Crabb, First Name: Robert, Middle Name: Paul  
Street Address 1: 583 Lombard Road, Street Address 2: [Blank]  
City: Rising Sun, State/Province/Country: Maryland, ZIP/Postal Code: 21911  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: Glenn, First Name: Douglas, Middle Name: James  
Street Address 1: 637 Thalia Point Road, Street Address 2: [Blank]  
City: Virginia Beach, State/Province/Country: Virginia, ZIP/Postal Code: 23452  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: Artese, First Name: Richard, Middle Name: Gerard  
Street Address 1: 301 South Parliament Drive, Street Address 2: [Blank]  
City: Virginia Beach, State/Province/Country: Virginia, ZIP/Postal Code: 23462  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

Last Name: Wesp, First Name: Keith, Middle Name: Willis  
Street Address 1: 994 Levy Loop, Street Address 2: [Blank]  
City: Virginia Beach, State/Province/Country: Virginia, ZIP/Postal Code: 23454  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [Blank]

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

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

[Text box for Recipient Name]

(Associated) Broker or Dealer

None

Recipient CRD Number

[Text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 1

[Text box for Street Address 1]

Street Address 2

[Text box for Street Address 2]

City

[Text box for City]

State/Province/Country

[Text box for State/Province/Country]

ZIP/Postal Code

[Text box for ZIP/Postal Code]

States of Solicitation

All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input 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 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

Recipient

[Text box for Recipient Name]

(Associated) Broker or Dealer

None

Recipient CRD Number

[Text box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer CRD Number

[Text box for (Associated) Broker or Dealer CRD Number]

No CRD Number

Street Address 1

[Text box for Street Address 1]

Street Address 2

[Text box for Street Address 2]

City

[Text box for City]

State/Province/Country

[Text box for State/Province/Country]

ZIP/Postal Code

[Text box for ZIP/Postal Code]

States of Solicitation

All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input 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 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

Signature Continuation Page

Signature and Submission

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

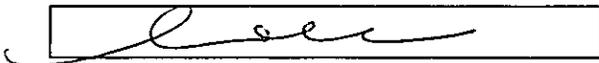
Issuer

Geeks On Call Holdings, Inc.

Name of Signer

Richard Thomas Cole

Signature



Title

CEO

Date

10/06/08

Issuer

Geeks On Call Holdings, Inc.

Name of Signer

Richard Gerard Artese

Signature



Title

Executive Vice President and COO

Date

10/06/08

Issuer

Geeks On Call Holdings, Inc.

Name of Signer

Keith Willis Wesp

Signature



Title

Vice President of Finance

Date

10/06/08

Issuer

Name of Signer

END

Signature

Title

Date