

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: September 30, 2008

Estimated average burden
hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

Perkins & Will, Inc.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization
(Select one)☒ Over Five Years Ago ☐ Within Last Five Years
(specify year)

Previous Name(s)

☐ None

Perkins & Will Service Co., Inc.



08070380

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

330 N. Wabash Ave., Suite 3600

City

Chicago

State/Province/Country

Illinois

Street Address 2

ZIP/Postal Code

60611

Phone No.

312-755-0770

JAN 07 2009

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Item 3. Related Persons

Last Name

Harrison

First Name

Philip

Middle Name

L.

Street Address 1

1382 Peachtree St., NE

Street Address 2

SEC Mail Processing

City

Atlanta

State/Province/Country

Georgia

ZIP/Postal Code

30309

DEC 18 2008

Washington, DC

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

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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: **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)

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)

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Item 11. Minimum Investment

Minimum investment accepted from any outside investor

\$

0

Item 12. Sales Compensation

Recipient

N/A

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

\$ 2,102,900.00

OR ☐ Indefinite

(b) Total Amount Sold

\$ 1,040,935.50

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

\$ 1,061,964.50

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:

32

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 \$ N/A

☐ Estimate

Clarification of Response (if Necessary)

Finders' Fees \$ N/A

☐ 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.

\$ 0

☐ Estimate

Clarification of Response (if Necessary)

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.)

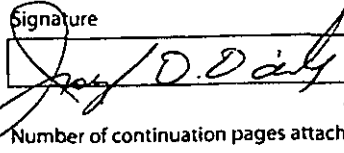
Issuer(s)

Perkins & Will, Inc.

Name of Signer

Joseph O. Dailey

Signature



Title

Chief Financial Officer

Date

12-17-08

Number of continuation pages attached:

3

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	First Name	Middle Name
Dailey	Joseph	O.
Street Address 1	Street Address 2	
330 N. Wabash Ave., Suite 3600		
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60611
Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Fisher	Benjamin	P.
Street Address 1	Street Address 2	
185 Berry St., Lobby One, Suite 5100		
City	State/Province/Country	ZIP/Postal Code
San Francisco	California	94107
Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Nitzsche	Richard	L.
Street Address 1	Street Address 2	
330 N. Wabash Ave., Suite 3600		
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60611
Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Viehman	William	C.
Street Address 1	Street Address 2	
1382 Peachtree St., NE		
City	State/Province/Country	ZIP/Postal Code
Atlanta	Georgia	30309
Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Brown	Margaret	E.
Street Address 1	Street Address 2	
215 Park Avenue South, 4th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	New York	10003
Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Stephens	Brodie	
Street Address 1	Street Address 2	
185 Berry St., Lobby One, Suite 5100		
City	State/Province/Country	ZIP/Postal Code
San Francisco	California	94107
Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Busby	Peter	
Street Address 1	Street Address 2	
1220 Homer St.		
City	State/Province/Country	ZIP/Postal Code
Vancouver	BC./Canada	V6B 2Y5
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Cadrecha	Manuel	
Street Address 1	Street Address 2	
1382 Peachtree St., NE		
City	State/Province/Country	ZIP/Postal Code
Atlanta	Georgia	30309
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Clark	Raymond	S.
Street Address 1	Street Address 2	
330 N. Wabash Ave., Suite 3600		
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60611
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Mah	Jean	
Street Address 1	Street Address 2	
617 West 7th St., Suite 1200		
City	State/Province/Country	ZIP/Postal Code
Los Angeles	California	90017
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Reisenbichler	Thomas	
Street Address 1	Street Address 2	
10100 North Central Expressway, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Dallas	Texas	75231
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Shair	Talal	
Street Address 1	Street Address 2	
Verdun Street, Dar Al-Handasah Bldg., P.O. Box: 11-7159		
City	State/Province/Country	ZIP/Postal Code
Beirut	Lebanon	1107 2230
Relationship(s): ☐ Executive Officer ☒ Director ☐ Promoter		
Clarification of Response (if Necessary)		

END