

1452985

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 state exemption unless such exemption is predicated on the filing of a federal notice.

BSE  
Mail Processing  
Section

DEC 29 2008

Washington, DC  
105

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



08070765

FORM D

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

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

\$5,000,000 in UNITS CONSISTING OF Convertible Notes and warrants to purchase shares of Common Stock

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

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [ X ] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [ X ] 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.)

**Advanced Blast Protection, Inc.**

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

**1600 North Park Drive, Weston, FL 33326**

PROCESSED

JAN 07 2009

THOMSON REUTERS

Telephone Number (Including Area Code): **954-335-3535**

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

(if different from Executive Offices)

Brief Description of Business

The Company was formed to acquire, integrate, manage and grow companies and products in the bullet and blast-resistant armoring and armor systems marketplace, primarily armored vehicles, up-armoring kits and ballistic glass.

Type of Business Organization

[ X ] corporation

[ ] limited partnership, already formed

[ ] other (please specify):



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**A. BASIC IDENTIFICATION DATA**

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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.

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

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Full Name (Last name first, if individual)  
Dr. Warren R. Phillips

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)  
Martin Miller

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)  
Roger P. Baresel

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

1600 North Park Drive, Weston, FL 33326

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

Full Name (Last name first, if individual)

Robert J. Connor

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

1600 North Park Drive, Weston, FL 33326

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

Full Name (Last name first, if individual)

Lonnie L. Sciambi

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

1600 North Park Drive, Weston, FL 33326

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

Full Name (Last name first, if individual)

John M. Quaranta

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

1600 North Park Drive, Weston, FL 33326

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

Full Name (Last name first, if individual)

Jason Myatt

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)  
Admiral Gregory J. Johnson

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)

Dr. J. Phillip London

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)

James L. Pavitt

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)

John Cooney

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

1600 North Park Drive, Weston, FL 33326

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

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Full Name (Last name first, if individual)  
Jeffrey L. Miller

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

1600 North Park Drive, Weston, FL 33326

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)

1600 North Park Drive, Weston, FL 33326

### 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? \$ 5,000

3. Does the offering permit joint ownership of a single unit? Yes  No

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.

Full Name (Last name first, if individual) Newbridge Securities-

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

Name of Associated Broker or Dealer na

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (see appendix)

(Check "All States" or check individual States)

All States

[AL] [AK] [AZ] x [AR] [CA] [CO] [CT] [DE] [DC] [FL] x [GA] x [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] x [NC] [ND] [OH] x [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] x [TX] x [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)  
Gunner

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

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Name of Associated Broker or Dealer na

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (see appendix)  
(Check "All States" or check individual States)

[ ] All States

[AL]	[AK]	[AZ] x	[AR]	[CA]x	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA] x	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] x	[NM]	[NY] x	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA] x	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) Brookstone Securities, Inc

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

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Name of Associated Broker or Dealer na

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (see appendix)  
(Check "All States" or check individual States)

[ ] All States

[AL]	[AK]	[AZ] x	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL] x	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA] x	[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)

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

---

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Name of Associated Broker or Dealer

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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (see appendix)  
(Check "All States" or check individual States)

[ ] All States

[AL]	[AK]	[AZ] x	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL] x	[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]

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

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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 .....	\$	\$
Equity .....	]	\$
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 5,000,000	\$ 1,500,000
Partnership Interests .....	\$	\$
Other (Specify:    ).	\$	\$
total	\$ 5,000,000	\$ 1,500,000

Answer also in Appendix, Column 3, if filing under ULOE.

**Notes: [1] This phase of the offering has been completed and all amounts hereinafter based upon \$1,500,000**

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 .....	26	\$ 1,500,000
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, 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>Regulation A</u> .....		\$
Rule 504 .....		\$

Total ..... \$ \_\_\_\_\_

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.

**This phase of the offering has been completed and all amounts are based upon \$1,500,000**

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) *(includes expenses)	<input type="checkbox"/>	\$ 159,000
Other Expenses (identify) .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	\$ ----

\*not commissions if broker is involved

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." ..... \$ \_\_\_\_\_

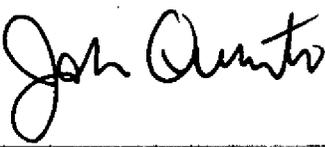
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

<b>This phase of the offering has been completed and all amounts are based upon \$1,500,000.</b>	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees ....(some portion of amounts of working capital may been used to pay salaries of affiliates).....	<input checked="" 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 leasing 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 type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 245,000 _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify):     Marketing and sales	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>1,500,000</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>Advanced Blast Protection, Inc.</b>	Signature 	Date December 19, 2008
Name of Signer (Print or Type) John M. Quaranta	Title of Signer (Print or Type) Vice President and General Counsel	

**ATTENTION**

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

John M. Quaranta  
Vice President and General Counsel

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No  
[ ] [X]

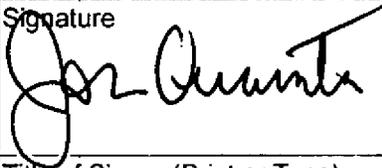
.....  
See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Advanced Blast Protection, Inc.</b>	Signature 	Date December 19, 2008
Name of Signer (Print or Type) John M. Quaranta	Title of Signer (Print or Type) Vice President and General Counsel	



MO									
MT									
NE									
NV									
NH									
NJ			2	150,000					
NM									
NY			4	105,000					
NC									
ND									
OH			1	5,000					
OK									
OR									
PA									
RI									
SC									
SD									
TN			1	50,000					
TX			2	205,000					
UT									
VT									
VA									
WA			1	50,000					
WV									
WI									
WY									
PR									

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
 Last update: 06/06/2002

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