

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

OMB APPROVAL
 OMB Number: 3235-0076
 Expires: February 28, 2009
 Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer: NuCO2 Parent Inc.
 Jurisdiction of Incorporation/Organization: Delaware
 Year of Incorporation/Organization (Select one): Within Last Five Years (specify year) 2007
 Previous Name(s) None: NuCO2 Acquisition Corp., Goodman Acquisition Corp.
 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).)

PROCESSED
MAR 2 2009

Item 2. Principal Place of Business and Contact Information

Street Address 1: 10877 Wilshire Boulevard
 City: Los Angeles
 State/Province/Country: CA
 Street Address 2: THOMSON REUTERS
 ZIP/Postal Code: 90024
 Phone No.: (310) 551-0101

Item 3. Related Persons

Last Name: Rosenbaum
 First Name: Mark
 Middle Name: D.
 Street Address 1: 10877 Wilshire Boulevard
 City: Los Angeles
 State/Province/Country: CA
 ZIP/Postal Code: 90024
 Relationship(s): Executive Officer, Director, Promoter
 Clarification of Response (if Necessary):

SEC Mail Processing Section
FEB 11 2009
Washington, DC 111

(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
 Business Services
 Construction
 Energy
 REITS & Finance
 Electric Utilities
 Residential
 Energy Conservation
 Other Real Estate
 Coal Mining
 Retailing
 Environmental Services
 Restaurants
 Oil & Gas
 Technology
 Other Energy
 Computers
 Health Care
 Biotechnology
 Health Insurance
 Hospitals & Physicians
 Pharmaceuticals
 Other Health Care
 Telecommunications
 Other Technology
 Manufacturing
 Real Estate
 Commercial
 Other
 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



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"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <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 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)

NuCO2 Parent Inc. was organized to acquire and hold NuCO2 Inc., a Florida corporation.

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1,000

Item 12. Sales Compensation

Recipient information including Recipient CRD Number, (Associated) Broker or Dealer, Street Address 1 and 2, City, State/Province/Country, ZIP/Postal Code, and States of Solicitation.

(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 \$ 239,669,775 OR Indefinite
(b) Total Amount Sold \$ 239,669,775
(c) Total Remaining to be Sold \$ OR Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box [X] 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: 6

Enter the total number of investors who already have invested in the offering: 45

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 \$ 0 Estimate
Finders' Fees \$ 0 Estimate

Clarification of Response (if Necessary)

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)

NuCO2 Parent Inc.

Name of Signer

Eric M. Wechsler

Signature

Eric M. Wechsler

Title

General Counsel and Secretary

Date

2/10/09

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
DeDomenico	Michael	E.
Street Address 1	Street Address 2	
2800 SE Market Place		
City	State/Province/Country	ZIP/Postal Code
Stuart	FL	34997
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Frey	Dale	F.
Street Address 1	Street Address 2	
10877 Wilshire Boulevard		
City	State/Province/Country	ZIP/Postal Code
Los Angeles	CA	
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Alpern	Dave	A.
Street Address 1	Street Address 2	
10877 Wilshire Boulevard		
City	State/Province/Country	ZIP/Postal Code
Los Angeles	CA	90024
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wickham	Michael	
Street Address 1	Street Address 2	
10877 Wilshire Boulevard		
City	State/Province/Country	ZIP/Postal Code
Los Angeles	CA	90024
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Bossidy First Name: Lawrence Middle Name: A.

Street Address 1: 10877 Wilshire Boulevard Street Address 2:

City: Los Angeles State/Province/Country: CA ZIP/Postal Code: 90024

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Zusi First Name: J. Middle Name: Thomas

Street Address 1: 10877 Wilshire Boulevard Street Address 2:

City: Los Angeles State/Province/Country: CA ZIP/Postal Code: 90024

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Hart First Name: Timothy Middle Name: J.

Street Address 1: 10877 Wilshire Boulevard Street Address 2:

City: Los Angeles State/Province/Country: CA ZIP/Postal Code: 90024

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Wade First Name: W. Middle Name: Scott

Street Address 1: 2800 SE Market Place Street Address 2:

City: Stuart State/Province/Country: FL ZIP/Postal Code: 34997

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Gold First Name: Randy Middle Name:

Street Address 1: 2800 SE Market Place Street Address 2:

City: Stuart State/Province/Country: FL ZIP/Postal Code: 34997

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: Wechsler First Name: Eric Middle Name: M.

Street Address 1: 2800 SE Market Place Street Address 2:

City: Stuart State/Province/Country: FL ZIP/Postal Code: 34997

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: First Name: Middle Name:

Street Address 1: Street Address 2:

City: State/Province/Country: ZIP/Postal Code:

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name: First Name: Middle Name:

Street Address 1: Street Address 2:

City: State/Province/Country: ZIP/Postal Code:

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary):

END