

1455480

FORM D

U.S. Securities and Exchange Commission

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

Notice of Exempt Offering of Securities

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.

Item 1. Issuer's Identity

Name of Issuer

Portero, 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

Portero Acquisition Sub, Inc.

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

28 Kaysal Court

Street Address 2

City

Armonk

State/Province/Country

New York

ZIP/Postal Code

10504

Phone No.

(914) 250-3308

Item 3. Related Persons

Last Name

Engles

First Name

William, Jr.

Middle Name

R.

Street Address 1

Portero, Inc.

Street Address 2

28 Kaysal Court

SEC Mail Processing

City

Armonk

State/Province/Country

New York

ZIP/Postal Code

10504

JAN 26 2009

Relationship(s): Executive Officer Director Promoter

Washington, DC
111

Clarification of Response (if Necessary)

PROCESSED
FEB 06 2009 MF
THOMSON REUTERS



(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- | | | |
|--|---|---|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Business Services | <input type="checkbox"/> Construction |
| <input type="checkbox"/> Banking and Financial Services | <input type="checkbox"/> Energy | <input type="checkbox"/> REITS & Finance |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Electric Utilities | <input type="checkbox"/> Residential |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Energy Conservation | <input type="checkbox"/> Other Real Estate |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Environmental Services | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Oil & Gas | <input type="checkbox"/> Technology |
| | <input type="checkbox"/> Other Energy | <input type="checkbox"/> Computers |
| If selecting this industry group, also select one fund type below and answer the question below. | <input type="checkbox"/> Health Care | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Other Technology |
| <input type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Other Investment Fund | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Lodging & Conventions |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Other Travel |
| | <input type="checkbox"/> Real Estate | <input checked="" type="checkbox"/> Other |
| | <input type="checkbox"/> Commercial | |

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: December 17, 2008 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)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor

Each existing investor is required to purchase a minimum of 10% of the aggregate dollar amount invested to date.

Item 12. Sales Compensation

Recipient

Recipient CRD Number

Not applicable

[Empty box for Recipient CRD Number]

No CRD Number

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

[Empty box for (Associated) Broker or Dealer]

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

No CRD Number

Street Address 1

Street Address 2

[Empty box for Street Address 1]

[Empty box for Street Address 2]

City

State/Province/Country

ZIP/Postal Code

[Empty box for City]

[Empty box for State/Province/Country]

[Empty box for ZIP/Postal Code]

States of Solicitation All States

<input checked="" type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> DC	<input checked="" 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 checked="" 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 checked="" type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input checked="" type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input checked="" 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

(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

\$

[Box containing \$8,500,000]

\$8,500,000

OR

Indefinite

(b) Total Amount Sold

\$

[Box containing \$5,600,000]

\$5,600,000

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

\$

[Box containing \$2,900,000]

\$2,900,000

OR

Indefinite

Clarification of Response (if Necessary)

[Empty box for clarification of response]

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:

[Box containing 0]

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

[Box containing 4]

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 \$

[Box containing 0]

Estimate

Finders' Fees \$

[Box containing 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,

\$ 0

Estimate

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.

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)
Portero, Inc.

Name of Signer
William R. Engles, Jr.

Signature
[Handwritten signature]

Title
Chief Financial Officer

Number of continuation pages attached: 2

Date 1/6/09
12/12/2008

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
Francia		Steve		
Street Address 1		Street Address 2		
Portero, Inc.		28 Kaysal Court		
City	State/Province/Country	ZIP/Postal Code		
Armonk	New York	10504		
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter				
Clarification of Response (if Necessary)				

Last Name		First Name		Middle Name
Sheldon		Michael		L.
Street Address 1		Street Address 2		
c/o Portero, Inc.		28 Kaysal Court		
City	State/Province/Country	ZIP/Postal Code		
Armonk	NY	10504		
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
Brilliant		Jon		
Street Address 1		Street Address 2		
Atelier Management, LLC		1815 W. 13 th Street, Suite 5		
City	State/Province/Country	ZIP/Postal Code		
Wilmington	DE	19806		
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
Dunnan		Douglas		
Street Address 1		Street Address 2		
Grosvenor Special Ventures IV, L.P.		1808 I Street, N.W., Suite 900		
City	State/Province/Country	ZIP/Postal Code		
Washington, D.C.	DC	20006		
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter				
Clarification of Response (if Necessary)				

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

Wikstrom		Martha	
Street Address 1		Street Address 2	
Atelier Management, LLC		1815 W. 13 th Street, Suite 5	
City	State/Province/Country	ZIP/Postal Code	
Wilmington	DE	19806	
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
Vivier		Frank	J.
Street Address 1		Street Address 2	
Columbus VC Sarl		Chemin de la Chênaie 50	
City	State/Province/Country	ZIP/Postal Code	
1293 Bellevue	Switzerland		
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
Schwartz		Bob	
Street Address 1		Street Address 2	
c/o Portero, Inc.		28 Kaysal Court	
City	State/Province/Country	ZIP/Postal Code	
Armonk	NY	10504	
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
Frecon		Leslie	
Street Address 1		Street Address 2	
LFE Growth Fund II, L.P.		60 South Sixth Street, Suite 2320	
City	State/Province/Country	ZIP/Postal Code	
Minneapolis	MN	55402	
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter			
Clarification of Response (if Necessary)			