

1453198

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

(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  
 Urgent Care Holdings, Inc.  
 Jurisdiction of Incorporation/Organization  
 Delaware

Previous Name(s)  None  
 PROCESSED  
 MAR 27 2009

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

Year of Incorporation/Organization (Select one)  
 Over Five Years Ago  Within Last Five Years (specify year)  
 2007

THOMSON REUTERS

[Redacted]

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching it)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 100 Fillmore Place, Suite 300  
 City: Denver State/Province/Country: CO ZIP/Postal Code: 80206 Phone No.: 303.765.2400

Street Address 2: [Redacted]



Item 3. Related Persons

Last Name: Kessenich First Name: David Middle Name: L.  
 Street Address 1: 100 Fillmore Place, Suite 300 City: Denver State/Province/Country: CO ZIP/Postal Code: 80206  
 Street Address 2: [Redacted] City: [Redacted] State/Province/Country: [Redacted] ZIP/Postal Code: [Redacted]  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary): [Redacted]

SEC  
 Mail Processing Section  
 MAR 17 2009  
 Washington, DC  
 100

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

Item 4. Industry Group (Select one)

- Agriculture
- Business Services
- Construction
- Banking and Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund
- Energy
  - Electric Utilities
  - Energy Conservation
  - Coal Mining
  - Environmental Services
  - Oil & Gas
  - Other Energy
- REITS & Finance
- Residential
- Other Real Estate
- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Manufacturing
- Real Estate
  - Commercial
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- 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)

- 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
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)

[ ]

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0.00

Item 12. Sales Compensation

Recipient: N/A, Recipient CRD Number: [ ], (Associated) Broker or Dealer: [None], (Associated) Broker or Dealer 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 \$ 4,000,001.76 OR [ ] Indefinite
(b) Total Amount Sold \$ 0
(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 4,000,001.76 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: 0

Enter the total number of investors who already have invested in the offering: 0

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 \$ 0.00 [ ] Estimate
Finders' Fees \$ 0.00 [ ] 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,

\$ 0.00

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)

Urgent Care Holdings, Inc.

Name of Signer

Frank W. Alderman

Signature

[Handwritten signature]

Title

President and CEO

Date

March 5, 2009

Number of continuation pages attached:

2

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
Martin	Robert	A.
Street Address 1	Street Address 2	
100 Fillmore Place, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Denver	CO	80206
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
Heckman	Ryan	
Street Address 1	Street Address 2	
100 Fillmore Place, Suite 300		
City	State/Province/Country	ZIP/Postal Code
Denver	CO	80206
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
Alderman	Frank	W.
Street Address 1	Street Address 2	
215 Don Knotts Blvd., Suite 220		
City	State/Province/Country	ZIP/Postal Code
Morgantown	WV	26501
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
Blankenship	Kevin	J.
Street Address 1	Street Address 2	
215 Don Knotts Blvd., Suite 220		
City	State/Province/Country	ZIP/Postal Code
Morgantown	WV	26501
Relationship(s):	<input checked="" 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.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name		First Name		Middle Name
Darst		Larry		E.
Street Address 1			Street Address 2	
734 Camino Lago				
City	State/Province/Country	ZIP/Postal Code		
Irving	TX	75039		
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
Glaws		Ryan		
Street Address 1			Street Address 2	
100 Fillmore Place, Suite 300				
City	State/Province/Country	ZIP/Postal Code		
Denver	CO	80206		
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
Eliopoulos		Dino		
Street Address 1			Street Address 2	
215 Don Knotts Blvd., Suite 220				
City	State/Province/Country	ZIP/Postal Code		
Morgantown	WV	26501		
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
Street Address 1			Street Address 2	
City	State/Province/Country	ZIP/Postal Code		
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter				
Clarification of Response (if Necessary)				

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

END