

1418553

# FORM D

Notice of Exempt Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL  
 OMB Number: 3235-0076  
 Expires: March 31, 2009  
 Estimated average burden hours per response: 4.00

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

### Item 1. Issuer's Identity

Name of Issuer:   
 Jurisdiction of Incorporation/Organization:   
 Year of Incorporation/Organization (Select one):  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

Previous Name(s)  None

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:   
 City:  State/Province/Country:  ZIP/Postal Code:  Phone No.:   
 Street Address 2:

### Item 3. Related Persons

Last Name:  First Name:  Middle Name:   
 Street Address 1:  City:  State/Province/Country:  ZIP/Postal Code:   
 Street Address 2:

Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (If Necessary)

SEC  
 Mail Processing  
 Section  
 MAR 16 2009  
 Washington, DC  
 101

(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



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

**Item 12. Sales Compensation**

Recipient  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 \$  OR  Indefinite

(b) Total Amount Sold \$

(c) Total Remaining to be Sold \$  OR  Indefinite  
(Subtract (a) from (b))

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:

**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 \$   Estimate

Finders' Fees \$   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.

\$ 0.00

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)

Americus Financial Services, Inc.

Name of Signer

Michael R. Washburn

Signature

[Handwritten signature]

Title

President and Chief Executive Officer

Number of continuation pages attached:

4

Date

March 13, 2009

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Archer, Jr.	George	R.
Street Address 1	Street Address 2	
390 Green Harbor Road		
City	State/Province/Country	ZIP/Postal Code
Old Hickory	Tennessee	37138
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Bennett	Rhett	C.
Street Address 1	Street Address 2	
2000 Morris Avenue	Suite 1200	
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35203
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Bissell	Harold	E.
Street Address 1	Street Address 2	
3404 East Briarcliff Road		
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35223
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Eddleman	Douglas	D.
Street Address 1	Street Address 2	
2801 Southwood Road		
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35223
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.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Kimbrough, First Name: Jerry, Middle Name: D.  
Street Address 1: 4971 Cold Harbor Drive, Street Address 2:  
City: Birmingham, State/Province/Country: Alabama, ZIP/Postal Code: 35223  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Mills, First Name: Marvin, Middle Name: D.  
Street Address 1: 2801 Berwick Road, Street Address 2:  
City: Birmingham, State/Province/Country: Alabama, ZIP/Postal Code: 35213  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Pelekis, First Name: George, Middle Name: C.  
Street Address 1: 3341 Faring Road, Street Address 2:  
City: Birmingham, State/Province/Country: Alabama, ZIP/Postal Code: 35223  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name: Polk, First Name: Kenneth, Middle Name: H.  
Street Address 1: 2000 Morris Avenue, Street Address 2: Suite 1200  
City: Birmingham, State/Province/Country: Alabama, ZIP/Postal Code: 35203  
Relationship(s):  Executive Officer  Director  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
Roberts	John	H.
Street Address 1	Street Address 2	
2525 Lanark Road		
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35223
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
Rogers	Paul	Z.
Street Address 1	Street Address 2	
133 Summer Circle		
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35242
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
Slappey, Jr.	Donald	H.
Street Address 1	Street Address 2	
2332 Countryridge Drive		
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35243
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
Smith	Lisa	Thompson
Street Address 1	Street Address 2	
3323 East Briarcliff Road		
City	State/Province/Country	ZIP/Postal Code
Birmingham	Alabama	35223
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.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name First Name Middle Name  
Vandeveld, IV Russell H.

Street Address 1 Street Address 2  
8 Winthrop Avenue

City State/Province/Country ZIP/Postal Code  
Birmingham Alabama 35213

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)

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)

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