

**FORM D**  
**Notice of Exempt  
Offering of Securities**

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

**OMB APPROVAL**  
OMB Number: 3235-0076  
Expires: June 30, 2012  
Estimated Average burden  
hours per response: 4.0

**1. Issuer's Identity**

CIK (Filer ID Number)  Previous Name(s)  None Entity Type

Name of Issuer    Corporation

Jurisdiction of Incorporation/Organization    Limited Partnership

Year of Incorporation/Organization  Over Five Years Ago  Within Last Five Years (Specify Year)   Yet to Be Formed  Limited Liability Company

General Partnership

Business Trust

Other

**2. Principal Place of Business and Contact Information**

Name of Issuer

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code  Phone No. of Issuer

**3. Related Persons**

Last Name  First Name  Middle Name

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Davis

Charles

B.

Street Address 1

Street Address 2

7260 Osceola Street

City

State/Province/Country

ZIP/Postal Code

Westminster

COLORADO

80030

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Herzog

John

Street Address 1

Street Address 2

7260 Osceola Street

City

State/Province/Country

ZIP/Postal Code

Westminster

COLORADO

80030

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Stewart

William

Street Address 1

Street Address 2

7260 Osceola Street

City

State/Province/Country

ZIP/Postal Code

Westminster

COLORADO

80020

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Last Name

First Name

Middle Name

Gamber

Charles

Street Address 1

Street Address 2

7260 Osceola Street

City

State/Province/Country

ZIP/Postal Code

Westminster

COLORADO

80020

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

## 4. Industry Group

Agriculture

**Banking & Financial Services**

Commercial Banking

Insurance

Investing

Investment Banking

Pooled Investment Fund

Other Banking & Financial Services

Business Services

**Energy**

Coal Mining

Electric Utilities

Energy Conservation

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

## 5. Issuer Size

**Revenue Range**

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

**Aggregate Net Asset Value Range**

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

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

## 9. Type(s) of Securities Offered (select all that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> Pooled Investment Fund Interests  | <input checked="" type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

## 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)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$  USD

## 12. Sales Compensation

Recipient      Recipient CRD Number       None

<input type="text" value="Montgomery Street Research"/>	<input type="text"/>
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(Associated) Broker or Dealer  None

(Associated) Broker or Dealer  
CRD Number  None

Street Address 1

2425 East Camelback

Street Address 2

Suite 450

City

Phoenix

State/Province/Country

ARIZONA

ZIP/Postal Code

85016

State(s) of Solicitation  All States  Foreign/Non-US

CALIFORNIA

NEW JERSEY

### 13. Offering and Sales Amounts

Total Offering Amount \$ 7500000 USD  Indefinite

Total Amount Sold \$ 5200000 USD

Total Remaining to be Sold \$ 2300000 USD  Indefinite

Clarification of Response (if Necessary)

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD  Estimate

Finders' Fees \$ 100000 USD  Estimate

Clarification of Response (if Necessary)

## 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.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above 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, 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 it 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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ARETE INDUSTRIES INC	/s/ Donald W. Prosser	Donald W. Prosser	CEO	2011-10-28