# FORM D

# **UNITED STATES**

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

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	OMB APPROVAL
-	

OMB Number: .....

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hours per response ...... 16.00

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FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. 2005 SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Name of offeளிற (புcheckurthis is an amendment and name has changed, and indicate change.) Ladenburg Thaimann Financial Services Inc.										
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Type of Filing: ☐ New Filing ☑ Amendment	The second of th									
A: BASIC IDENTIFICATION	ON DATA									
Enter the information requested about the issuer	UEC 1 6 2005									
Name of Issuer (□ check if this is an amendment and name has changed, and indicat Ladenburg Thalmann Financial Services Inc.										
Address of Executive Offices (Number and Street, City, State, Zip Code) 590 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022	Telephone Number (including Area Code)  (212) 409-2000									
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (including Area Code)									
Brief Description of Business: Retail and institutional securities brokerage, investment banking services and it	nvestment activities through broker-dealer subsidiary.									
Type of Business Organization  ☑ corporation ☐ limited partnership, already formed ☐ other (please specify): ☐ business trust ☐ limited partnership, to be formed										
Month Year  Actual or Estimated Date of Incorporation or Organization: [02] [1996] ☑ Actual ☐ Estimated  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: [FL]  CN for Canada: FN for foreign jurisdiction)										

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> 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 control number.

SEC 1972 (6-02)

134982.1

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul>
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers.
Check Box(es) that Apply: ☐ Promoter ☑ Beneficial Owner ☐ Executive Officer ☑ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual) Frost, Phillip, M.D.
Business or Residence Address (Number and Street, City, State, Zip Code) C/o IVAX Corporation, 4400 Biscayne Boulevard, Miami, Florida 33137
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or
Managing Partner
Full name (Last name first, if individual) Giardina, Salvatore
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Ladenburg Thalmann Financial Services Inc., 509 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022
Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or  Managing Partner
Full name (Last name first, if individual) Mangone, Vincent A.
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Ladenburg Thalmann Financial Services Inc., 509 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)  Zeitchick, Mark
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Ladenburg Thalmann Financial Services Inc., 509 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)  Beinstein, Henry C.
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Ladenburg Thalmann Financial Services Inc., 509 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Ladenburg Thalmann Financial Services Inc., 509 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner
Full name (Last name first, if individual) Klein, Mark D.
Business or Residence Address (Number and Street, City, State, Zip Code) C/o Ladenburg Thalmann Financial Services Inc., 509 Madison Avenue, 34 <sup>th</sup> Floor, New York, New York 10022

<u> </u>		and the second		A. BASIC IDE		ATION DATA		, see			64.67 64.1
theck Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General and Managing F	
ull name (Last name first,	if indiv	ridual)	L	ampen, Richard J.							
usiness or Residence Add o Ladenburg Thalmann					,	<sup>h</sup> Floor, New York, N	lew Yo	ırk 10022			
neck Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General and Managing F	
ıll name (Last name first,	if indiv	idual)	F	Rosenstock, Richard	ıĴ.						
isiness or Residence Ado o Ladenburg Thalmann	iress ( Finan	Number and icial Service	Stree s Inc	et, City, State, Zip Coo ., 509 Madison Aven	ie) ue, 34 <sup>t</sup>	<sup>h</sup> Floor, New York, N	lew Yo	rk 10022			
eck Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General and Managing F	
Il name (Last name first,	if indiv	ridual)	L	orber, Howard M.							
siness or Residence Add o Ladenburg Thalmann						<sup>h</sup> Floor, New York, N	lew Yo	ork 10022	-		
neck Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director	0	General and Managing F	
II name (Last name first,	if indiv	ridual)	. (	Genson, Brian S:	eg je						
usiness or Residence Add o Ladenburg Thalmann	dress ( Finan	Number and icial Service	Stree s Inc	et, City, State, Zip Coo ., 509 Madison Aven	ie) iu <b>e,</b> 34 <sup>t</sup>	h Floor, New York, N	3.5	ork 10022			
neck Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General and Managing F	
ıll name (Last name first,	if indiv	ridual)	F	Rosen, Steven A.							
usiness or Residence Add lo Ladenburg Thalmann theck Box(es) that Apply:	Finar	number and ncial Service Promoter	Stree s Inc	Beneficial Owner	ue, 34 <sup>t</sup>		lew Yo	Director		General an	
ull name (Last name first.	if indiv	vidual)		Pelton, Benjamin		1		tion to		Managing F	raruter
usiness or Residence Add o Ladenburg Thalmann			Stree	et, City, State, Zip Coo		h Floor New York: N	lew Yo	ork 10022			
heck Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General and Managing F	
ull name (Last name first,	if indiv	vidual)		Podell, Jeffrey D.							<u> </u>
usiness or Residence Ado lo Ladenburg Thalmann						h Floor, New York, N	lew Yo	ork 10022			
				B. INFORMATIO	N AB	OUT OFFERING					
. Has the issuer sold, o	r does	the issuer in	tend t	to sell, to non-accredi	ted inve	estors in this offering?	·····			Yes	No ⊠
			Ans	swer also in Appendix	, Colum	ın 2, if filing under UL	OE.	·			
. What is the minimum	investr	ment that will	be a	ccepted from any indi	vidual (	but lesser amounts m	nay be	accepted)		\$	N/A
. Does the offering perr	mit join	t ownership	of a s	ingle unit?						Yes ⊠	No
I. Enter the information commission or similar If a person to be liste state or states, list the of such a proker or de-	remui d is ar name	neration for s n associated e of the broke	solicita perso er or c	ation of purchasers in on or agent of a brok dealer. If more than fi	connector de tive (5) p	ction with sales of se ealer registered with persons to be listed a	curities the SE	s in the offer C and/or wi	ring. th a		

1														
Full	Name (L	ast name	first, if ind	ividual)										
Busi	ness or F	Residence	Address	(Number a	nd Street,	City, State	e, Zip Cod	e)						
Nam	e of Ass	ociated B	roker or D	ealer										
State				as Solicited individual [AR] [KS] [NH] [TN]			[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	□ All States
Full	Name (L	ast name	first, if ind	ividual)										
Busi	ness or l	Residence	Address	(Number a	ind Street,	City, State	e, Zip Cod	le)						
Nam	e of Ass	ociated B	roker or D	ealer										
State				as Solicited individual [AR] [KS] [NH] [TN]				[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	□ All States
Full	Name (L	ast name	first, if ind	ividual)										
Busi	ness or l	Residence	e Address	(Number a	and Street	City, Stat	e, Zip Cod	le)					_	
Nam	ne of Ass	ociated B	roker or D	ealer										
Stat				as Solicite k individual [AR] [KS] [NH] [TN]			t Purchas [CT] [ME] [NY] [VT]	Ers [DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	□ All States
				(Use I	olank shee	et, or copy	and use a	dditional c	opies of th	is sheet, it	f necessar	y)		
	-		C. OF	ERING F	PRICE, N	UMBER	OF INVE	STORS,	EXPENS	ES AND	USE OF	PROCEE	DS	*
1.	"0" if an	swer is "r	one" or "z	g price of s ero." If the s of the se	transaction	on is an ex	change of	ffering, che	eck this bo	x 🛘 and in	y sold. En idicate in ti	ter ne		
	Type of	Security									Aggregate Offering Pri		Am	ount Aiready Sold
	Debt	·····	•••••				••••			\$			\$	
	Equity	X	Common	□ Pi	referred					\$	10,00	0,000	\$	10,000,000
				uding warr						\$			\$	
											<del></del>		\$	<del></del>
										\$	40.00		\$	10,000,000
										<u>\$</u>	10,00	000,00	\$	10,000,000
2.	securiti offering securiti	es in this gs under F es and th	offering ar Rule 504, i	dited and not the aggrandicate the dollar ar sero."	regate doll number o	ar amount of persons	s of their posterior	purchases. purchase	. For d		Number		D	Aggregate bilar Amount f Purchases
	ال محمد ع	itad laws	toro	.,							Investors	81	\$	10,000,000
													\$ \$	.0,000,000
				ule 504 on!									\$	
	, ota	1.01 1111119	, 0	_,C 30 r 0111	,,									

Answer also in Appendix, Column 4 if filing under ULOE

3. If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

	Type of offering	Tuno of		Dellas Assessat
	Type of differing	Type of Security		Dollar Amount of Purchases
	Rule 505		\$	
	Regulation A		\$	
	Rule 504		\$	
	Total		\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the Exclude amounts relating solely to organization expenses of the issuer. The information in future contingencies. If the amount of expenditure is not known, furnish an estimate and of the estimate.	hav be given as subject to		
	Transfer Agent's Fees		<u>\$</u>	
	Printing and Engraving Costs		\$	1,000
	Legal Fees	×	\$	25,000
	Accounting Fees.		\$	
	Blue sky fees	X	\$	5,000
	Sales Commissions (Specify finders' fees separately)		\$	
	Other Expenses (identify):		\$	
	Total	Σ		31,000
5.	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	Payments to Officers, Directors &	\$	9,969,000 Payments to
	response to Part C - Question 4.b above.	Affiliates		Others
	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES	AND USE OF PROCEE	DS	
	Salaries and fees		\$	
	Purchase of real estate			
	Purchase, rental or leasing and installation of machinery and equipment		\$	
	Construction or leasing of plant buildings and facilities		\$	- Company of the Control of the Cont
	Acquisitions of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	
	Repayment of indebtedness		\$	
	Working capital	×	\$	9,969,000
	Other (specify)		<u>\$</u>	
	Column Totals		\$	
	Total Payments Listed (column totals added)	<b>\</b>	\$	9,969,000

# D. FEDERAL SIGNATURE

The issue	r has	duly o	caused	this no	otice to	o be	signed	by the	unde	rsigned	duly	autho	rized	person.	if this notice	is filed	under	Rule 5	05, t	he f	ollow	ing
signature	consti	itutes	an und	ertaking	g by f	the is	suer to	furnis	h to th	ie U.S.	Sec	urities	and e	exchange	Commission	, upon	written	reques	t of i	ts s	taff,	the
informatio	n furni	ished	by the is	ssuer to	o any	non-a	accredit	ed inv	estor p	ursuan	t to pa	aragra	ph (b	)(2) of Rul-	e 502.							

Issuer (Print or Type) Ladenburg Thalmann Financial Services Inc.	Signature Date  December, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Salvatore Giardina	Chief Financial Officer and Vice President of Ladenburg Thalmann Financial Services Inc.

# ATTENTION

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

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1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualifications provisions of such rule?			_
		Yes □	No ⊠	
	See Appendix, Column 5, for state response.			

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)  Ladenburg Thalmann Financial Services Inc.	Signature Date December, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Salvatore Giardina	Chief Financial Officer and Vice President of Ladenburg Thalmann Financial Services Inc

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		·		AP	PENDIX				
1	l .	2	3			5			
	to Accr Investor	Intend to sell to Non-Accredited Investors in State (Part B – Item 1)  Type of Security and Aggregate Offering Price (Part C – Item 1)			Type of In Amount Purc (Part C	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT		X	Common Stock	1	\$45,000				Х
DE									
DC									
FL		X	Common Stock	24	\$3,262,550				Х
GA									
HI									
ID									
IL		X	Common Stock	8	\$2,135,000				X
IN		X	Common Stock	1	\$100,000				X
IA									
KS									
KY									
LA									
ME									
MD									
M.A									
<b>M</b> 1		Х	Common Stock	1	\$9,000				X
MN									

1 State	Intend to sell to Non- Accredited Investors in State (Part B – Item 1)		Type of Security and Aggregate Offering Price Offered in State	Type of Investor and Amount Purchased in State (Part C – Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	E – Item 1) No
MS									
МО									
MT									
NE									
NV								T -	
NH							···		
NJ		Х	Common Stock	2	\$475,000				Х
NM									
NY		Х	Common Stock	28	\$3,137,750				Х
NC									
NC									
ОН		Х	Common Stock	9	\$168,750				Х
OK									
OR									
PA		Х	Common Stock	4	\$78,700				X
RI									
sc		Х	Common Stock	1	\$4,500				X
SD									
TN									
TX									
J									
VA		Х	Common Stock	1	\$33,750				Х
WA		Х	Common Stock	1	\$550,000				Х
₩V									
WI									
WY									
PR									
Foreign									

 $(s_{i+1}, s_{i+1}, \bullet) = \Psi$