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 The reader should not assume that the information is accurate and complete.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549  
**FORM D**

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
<a href="#">0001569899</a>			<input type="checkbox"/> Corporation
Name of Issuer			<input type="checkbox"/> Limited Partnership
<a href="#">Qello Holdings LLC</a>			<input checked="" type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
<a href="#">DELAWARE</a>			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) <a href="#">2011</a>			
<input type="checkbox"/> Yet to Be Formed			

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

Name of Issuer			
<a href="#">Qello Holdings LLC</a>			
Street Address 1		Street Address 2	
<a href="#">40 WEST 17TH STREET</a>		<a href="#">SUITE 2A</a>	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
<a href="#">NEW YORK</a>	<a href="#">NEW YORK</a>	<a href="#">10011</a>	<a href="#">646 454-9091</a>

**3. Related Persons**

Last Name	First Name	Middle Name
<a href="#">Lisi</a>	<a href="#">Brian</a>	
Street Address 1	Street Address 2	
<a href="#">40 West 17th Street</a>		
City	State/Province/Country	ZIP/PostalCode
<a href="#">New York</a>	<a href="#">NEW YORK</a>	<a href="#">10011</a>
Relationship: <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
<a href="#">Johnson</a>	<a href="#">Richard</a>	

Street Address 1

40 West 17th Street

City

New York

Street Address 2

State/Province/Country

NEW YORK

ZIP/PostalCode

10011

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Gentile

First Name

David

Middle Name

Street Address 1

40 West 17th Street

City

New York

Street Address 2

State/Province/Country

NEW YORK

ZIP/PostalCode

10011

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Kessler

First Name

Robert

Middle Name

Street Address 1

40 West 17th Street

City

New York

Street Address 2

State/Province/Country

NEW YORK

ZIP/PostalCode

10011

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Frank

First Name

Robert

Middle Name

Street Address 1

40 West 17th Street

City

New York

Street Address 2

State/Province/Country

NEW YORK

ZIP/PostalCode

10011

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Naro

First Name

Sal

Middle Name

Street Address 1

40 West 17th Street

City

New York

Street Address 2

State/Province/Country

NEW YORK

ZIP/PostalCode

10011

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Gibson	Peter	
Street Address 1	Street Address 2	
40 West 17th Street		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10011
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

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#### 4. Industry Group

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> Agriculture  | <input type="checkbox"/> Health Care            | <input type="checkbox"/> Retailing                   |
| <input type="checkbox"/> Banking & Financial Services                                       | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants                 |
| <input type="checkbox"/> Commercial Banking   | <input type="checkbox"/> Health Insurance       | <input type="checkbox"/> Technology                  |
| <input type="checkbox"/> Insurance  | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                   |
| <input type="checkbox"/> Investing  | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications          |
| <input type="checkbox"/> Investment Banking   | <input type="checkbox"/> Other Health Care      | <input checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund   | <input type="checkbox"/> Manufacturing          | <input type="checkbox"/> Travel                      |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Real Estate            | <input type="checkbox"/> Airlines & Airports         |
| <input type="checkbox"/> Yes <input type="checkbox"/> No                                    | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Lodging & Conventions       |
| <input type="checkbox"/> Other Banking & Financial Services                                 | <input type="checkbox"/> Construction           | <input type="checkbox"/> Tourism & Travel Services   |
| <input type="checkbox"/> Business Services  | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other Travel                |
| <input type="checkbox"/> Energy   | <input type="checkbox"/> Residential            | <input type="checkbox"/> Other                       |
| <input type="checkbox"/> Coal Mining  | <input type="checkbox"/> Other Real Estate      |  |
| <input type="checkbox"/> Electric Utilities   |   |  |
| <input type="checkbox"/> Energy Conservation  |   |  |
| <input type="checkbox"/> Environmental Services   |   |  |
| <input type="checkbox"/> Oil & Gas  |   |  |
| <input type="checkbox"/> Other Energy   |   |  |

#### 5. Issuer Size

- |   |    |   |
|---|----|---|
| Revenue Range   | OR | Aggregate Net Asset Value Range                       |
| <input type="checkbox"/> No Revenues                  |    | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input checked="" type="checkbox"/> \$1 - \$1,000,000 |    | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000    |    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000   |    | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 |    | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |

Over \$100,000,000  
 Decline to Disclose  
 Not Applicable

Over \$100,000,000  
 Decline to Disclose  
 Not Applicable

### 6. Federal Exemption(s) and Exclusion(s) 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(5)  
 Investment Company Act Section 3(c)

Section 3(c)(1)       Section 3(c)(9)  
 Section 3(c)(2)       Section 3(c)(10)  
 Section 3(c)(3)       Section 3(c)(11)  
 Section 3(c)(4)       Section 3(c)(12)  
 Section 3(c)(5)       Section 3(c)(13)  
 Section 3(c)(6)       Section 3(c)(14)  
 Section 3(c)(7)

### 7. Type of Filing

New Notice    Date of First Sale [2013-08-15](#)     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)

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)

### 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 [\\$55,000](#) USD

### 12. Sales Compensation

Recipient Recipient CRD Number  None  
26580  
 Axiom Capital Management, Inc.  
 (Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
1010228  
 Mark David Martino  
 Street Address 1 Street Address 2  
43rd Floor  
 708 Third Avenue State/Province/Country  
NEW YORK  
 City ZIP/Postal Code  
10017  
 New York  
 State(s) of Solicitation (select all that apply)  All States  Foreign/non-US  
 Check "All States" or check individual States

- CALIFORNIA
- FLORIDA
- NEW YORK
- NORTH CAROLINA
- TEXAS

**13. Offering and Sales Amounts**

Total Offering Amount \$11,000,000 USD or  Indefinite  
 Total Amount Sold \$1,430,000 USD  
 Total Remaining to be Sold \$9,570,000 USD or  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, and enter the 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: 12

**15. Sales Commissions & Finder's 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 \$143,000 USD  Estimate  
 Finders' Fees \$0 USD  Estimate

Clarification of Response (if Necessary):

Broker is entitled to 10% sales commission, 5% warrant coverage and a maximum of \$35,000 in legal expenses.

**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.

\$420,000 USD  Estimate

Clarification of Response (if Necessary):

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### Signature and Submission

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**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, in the 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).

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
Qello Holdings LLC	/s/ Brian Lisi	Brian Lisi	CEO	2013-08-27

*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.*

\* 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.