

## FORM D

Notice of Exempt  
Offering of SecuritiesUNITED 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)

0001561299

Previous Name(s)

☒ None

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

Name of Issuer

Playbutton Acquisition Corp.

Jurisdiction of  
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago☒ Within Last Five Years  
(Specify Year)

2012

☐ Yet to Be Formed

## 2. Principal Place of Business and Contact Information

Name of Issuer

Playbutton Acquisition Corp.

Street Address 1

37 W. 28TH STREET

Street Address 2

3rd Floor

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/Postal Code

10001

Phone No. of Issuer

212-574-4401

## 3. Related Persons

Last Name

Hill

First Name

Mark

Middle Name

Street Address 1

37 W. 28th Street

Street Address 2

3rd Floor

City

New York

State/Province/Country

NEW YORK

ZIP/Postal Code

10001

Relationship:

☐

Executive Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

Last Name

Tichauer

First Name

Adam

Middle Name

|  |   |                                   |                                   |
|--|---|-----------------------------------|-----------------------------------|
| Street Address 1                         |   | Street Address 2                  |                                   |
| <b>37 W. 28th Street</b>                 |   | <b>3rd Floor</b>                  |                                   |
| City                                     | State/Province/Country                                | ZIP/Postal Code                   |                                   |
| <b>New York</b>                          | <b>NEW YORK</b>                                       | <b>10001</b>                      |                                   |
| Relationship:                            | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director | <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) |   |                                   |                                   |
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|  |  |  |  |
|--|--|--|--|
| Last Name                                | First Name                                 | Middle Name                                  |  |
| <b>Braun</b>                             | <b>Scott</b>                               |  |  |
| Street Address 1                         |  | Street Address 2                             |  |
| <b>37 W. 28th Street</b>                 |  | <b>3rd Floor</b>                             |  |
| City                                     | State/Province/Country                     | ZIP/Postal Code                              |  |
| <b>New York</b>                          | <b>NEW YORK</b>                            | <b>10001</b>                                 |  |
| Relationship:                            | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) |  |  |  |
|  |  |  |  |

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|  |  |  |                                   |
|--|--|--|-----------------------------------|
| Last Name                                | First Name                                 | Middle Name                                  |                                   |
| <b>Dangerfield</b>                       | <b>Nick</b>                                |  |                                   |
| Street Address 1                         |  | Street Address 2                             |                                   |
| <b>37 W. 28th Street</b>                 |  | <b>3rd Floor</b>                             |                                   |
| City                                     | State/Province/Country                     | ZIP/Postal Code                              |                                   |
| <b>New York</b>                          | <b>NEW YORK</b>                            | <b>10001</b>                                 |                                   |
| Relationship:                            | <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                                  |  |
| <b>Braun</b>                             | <b>Adam</b>                                |  |  |
| Street Address 1                         |  | Street Address 2                             |  |
| <b>37 W. 28th Street</b>                 |  | <b>3rd Floor</b>                             |  |
| City                                     | State/Province/Country                     | ZIP/Postal Code                              |  |
| <b>New York</b>                          | <b>NEW YORK</b>                            | <b>10001</b>                                 |  |
| Relationship:                            | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) |  |  |  |
|  |  |  |  |

|  |  |  |                                   |
|--|--|--|-----------------------------------|
| Last Name                                      | First Name                                 | Middle Name                                  |                                   |
| <input type="text" value="Canton"/>            | <input type="text" value="Jayme"/>         |  |                                   |
| Street Address 1                               | Street Address 2                           |  |                                   |
| <input type="text" value="37 W. 28th Street"/> | <input type="text" value="3rd Floor"/>     |  |                                   |
| City   | State/Province/Country                     | ZIP/Postal Code                              |                                   |
| <input type="text" value="New York"/>          | <input type="text" value="NEW YORK"/>      | <input type="text" value="10001"/>           |                                   |
| Relationship:                                  | <input type="checkbox"/> Executive Officer | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary)       |  |  |                                   |
| <input type="text"/>                           |  |  |                                   |

#### 4. Industry Group

- |  |  |   |
|--|--|---|
| <input type="radio"/> Agriculture                        | <input type="radio"/> Health Care            | <input type="radio"/> Retailing                   |
| <input type="radio"/> Banking & Financial Services       | <input type="radio"/> Biotechnology          | <input type="radio"/> Restaurants                 |
| <input type="radio"/> Commercial Banking                 | <input type="radio"/> Health Insurance       | <input type="radio"/> Technology                  |
| <input type="radio"/> Insurance                          | <input type="radio"/> Hospitals & Physicians | <input type="radio"/> Computers                   |
| <input type="radio"/> Investing                          | <input type="radio"/> Pharmaceuticals        | <input type="radio"/> Telecommunications          |
| <input type="radio"/> Investment Banking                 | <input type="radio"/> Other Health Care      | <input checked="" type="radio"/> Other Technology |
| <input type="radio"/> Pooled Investment Fund             |  |   |
| <input type="radio"/> Other Banking & Financial Services | <input type="radio"/> Manufacturing          | <input type="radio"/> Travel                      |
| <input type="radio"/> Business Services                  | <input type="radio"/> Real Estate            | <input type="radio"/> Airlines & Airports         |
| <input type="radio"/> Energy                             | <input type="radio"/> Commercial             | <input type="radio"/> Lodging & Conventions       |
| <input type="radio"/> Coal Mining                        | <input type="radio"/> Construction           | <input type="radio"/> Tourism & Travel Services   |
| <input type="radio"/> Electric Utilities                 | <input type="radio"/> REITS & Finance        | <input type="radio"/> Other Travel                |
| <input type="radio"/> Energy Conservation                | <input type="radio"/> Residential            | <input type="radio"/> Other                       |
| <input type="radio"/> Environmental Services             | <input type="radio"/> Other Real Estate      |   |
| <input type="radio"/> Oil & Gas                          |  |   |
| <input type="radio"/> Other Energy                       |  |   |

#### 5. Issuer Size

- |  |  |
|--|--|
| <b>Revenue Range</b>                               | <b>Aggregate Net Asset Value Range</b>             |
| <input type="radio"/> No Revenues                  | <input type="radio"/> No Aggregate Net Asset Value |
| <input checked="" type="radio"/> \$1 - \$1,000,000 | <input type="radio"/> \$1 - \$5,000,000            |
| <input type="radio"/> \$1,000,001 - \$5,000,000    | <input type="radio"/> \$5,000,001 - \$25,000,000   |
| <input type="radio"/> \$5,000,001 - \$25,000,000   | <input type="radio"/> \$25,000,001 - \$50,000,000  |
| <input type="radio"/> \$25,000,001 - \$100,000,000 | <input type="radio"/> \$50,000,001 - \$100,000,000 |
| <input type="radio"/> Over \$100,000,000           | <input type="radio"/> Over \$100,000,000           |
| <input type="radio"/> Decline to Disclose          | <input type="radio"/> Decline to Disclose          |
| <input type="radio"/> Not Applicable               | <input type="radio"/> 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(6)
- ☐ 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)

- ☐ Pooled Investment Fund Interests
- ☒ Equity
- ☐ Tenant-in-Common Securities
- ☐ Debt
- ☐ Mineral Property Securities
- ☒ Option, Warrant or Other Right to Acquire Another Security
- ☒ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ 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

\$

0

USD

## 12. Sales Compensation

Recipient

Recipient CRD Number

☐ None

WFG Investments, Inc.

22704

(Associated) Broker or Dealer



None

(Associated) Broker or Dealer CRD Number



None

Street Address 1

Street Address 2

2711 N. Haskell Ave.

Suite 2900

City

State/Province/Country

ZIP/Postal Code

Dallas

TEXAS

75204

State(s) of Solicitation

☐ All States

☐ Foreign/Non-US

CALIFORNIA

FLORIDA

ILLINOIS

NEW YORK

TEXAS

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD ☐ Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD ☐ Indefinite

Clarification of Response (if Necessary)

**Represents (i) total offering of 2,000,000 units, at \$2.00 per unit, each unit consisting of 2 shares of common stock and 1 warrant to purchase 1 share of common stock at \$1.50 per share and (ii) value of the exercise of the warrants included in the units**

### 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:

### 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 \$  USD ☒ Estimate

Finders' Fees \$  USD ☐ Estimate

Clarification of Response (if Necessary)

**Based on the total offering amount of \$4,000,000.00.**

### 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       |
|------------------------------|-------------------|----------------|-------------------|------------|
| Playbutton Acquisition Corp. | /s/ Adam Tichauer | Adam Tichauer  | President and CEO | 2012-10-24 |