

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

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)

[0001507079](#)

Name of Issuer

[FDO Holdings, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2010](#)

Yet to Be Formed

Previous
Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[FDO Holdings, Inc.](#)

Street Address 1

[2000 AVENUE OF THE STARS](#)

City

[LOS ANGELES](#)

State/Province/Country

[CALIFORNIA](#)

Street Address 2

[12TH FLOOR](#)

ZIP/PostalCode

[90067](#)

Phone Number of Issuer

[\(310\) 201-4100](#)

3. Related Persons

Last Name

[Kaplan](#)

First Name

[David](#)

Middle Name

Street Address 1

[2000 Avenue of the Stars](#)

Street Address 2

[12th Floor](#)

City

[Los Angeles](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[90067](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chairman](#)

Last Name

[Axelrod](#)

First Name

[Norman](#)

Middle Name

Street Address 1

[2000 Avenue of the Stars](#)

Street Address 2

[12th Floor](#)

City

[Los Angeles](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[90067](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Sarin](#)

First Name

[Ravi](#)

Middle Name

[Yang](#)

Street Address 1

[2000 Avenue of the Stars](#)

Street Address 2

[12th Floor](#)

City

[Los Angeles](#)

State/Province/Country

[CALIFORNIA](#)

ZIP/PostalCode

[90067](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Stein	Adam	
Street Address 1	Street Address 2	
2000 Avenue of the Stars	12th Floor	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90067
Relationship: <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
Brutocao	Brad	
Street Address 1	Street Address 2	
11100 Santa Monica Blvd.	Suite 1900	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
Relationship: <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
Castellani	Lawrence	
Street Address 1	Street Address 2	
11100 Santa Monica Blvd.	Suite 1900	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
Relationship: <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
Roth	John	
Street Address 1	Street Address 2	
11100 Santa Monica Blvd.	Suite 1900	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
Relationship: <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
Starrett	Peter	
Street Address 1	Street Address 2	
11100 Santa Monica Blvd.	Suite 1900	
City	State/Province/Country	ZIP/PostalCode
Los Angeles	CALIFORNIA	90025
Relationship: <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
West	George	Vincent
Street Address 1	Street Address 2	
245 Town Park Drive	Suite 400	
City	State/Province/Country	ZIP/PostalCode
Kennesaw	GEORGIA	30144
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Chief Executive Officer](#)

Last Name	First Name	Middle Name
Scott	Bryant	

Street Address 1

245 Town Park Drive

City

Kennesaw

Relationship: Executive Officer Director Promoter

Street Address 2

Suite 400

State/Province/Country

GEORGIA

ZIP/PostalCode

30144

Clarification of Response (if Necessary):

President, Chief Operating Officer and Secretary

Last Name

Salter

Street Address 1

245 Town Park Drive

City

Kennesaw

Relationship: Executive Officer Director Promoter

First Name

Michael

Street Address 2

Suite 400

State/Province/Country

GEORGIA

Middle Name

ZIP/PostalCode

30144

Clarification of Response (if Necessary):

Senior Vice President, Chief Financial Officer and Treasurer

Last Name

Lowzinski

Street Address 1

245 Town Park Drive

City

Kennesaw

Relationship: Executive Officer Director Promoter

First Name

Wes

Street Address 2

Suite 400

State/Province/Country

GEORGIA

Middle Name

ZIP/PostalCode

30144

Clarification of Response (if Necessary):

Senior Vice President and Chief Merchandizing Officer

4. Industry Group

- | | | |
|---------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------------------------------------|
| <input type="checkbox"/> Agriculture | Health Care | <input checked="" 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 | 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 type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | 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 |
| 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

No Revenues

OR

Aggregate Net Asset Value Range

No Aggregate Net Asset Value

- \$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

- \$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)

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

7. Type of Filing

- New Notice Date of First Sale **2010-11-24** 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 **\$10,000** USD

12. Sales Compensation

Recipient (Associated) Broker or Dealer None
 Street Address 1
 City
 State(s) of Solicitation (select all that apply) All States
 Check "All States" or check individual States

Recipient CRD Number None
 (Associated) Broker or Dealer CRD Number None
 Street Address 2
 State/Province/Country
 Foreign/non-US

ZIP/Postal Code

13. Offering and Sales Amounts

Total Offering Amount \$317,279,695 USD or Indefinite

Total Amount Sold \$317,279,695 USD

Total Remaining to be Sold \$0 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:

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 \$0 USD Estimate

Finders' Fees \$0 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.

\$0 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, 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
FDO Holdings, Inc.	Michael Salter	Michael Salter	Chief Financial Officer and Treasurer	2010-12-07

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.