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

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB 3235-Number: 0076

Estimated average

burden

hours per response:

4.00

1. Issuer's Identity

CIK (Filer ID Number)

Previous
Names

X None

**Entity Type** 

<u>0001600641</u> X Corporation

Name of Issuer Limited Partnership

1stdibs.com, Inc.

Limited Liability Company

General Partnership

Jurisdiction of<br/>Incorporation/OrganizationGeneral Partnership<br/>Business TrustDELAWAREOther (Specify)

Year of Incorporation/Organization

X Over Five Years Ago

Within Last Five Years (Specify Year)

Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

1stdibs.com, Inc.

Street Address 1 Street Address 2

156 5TH AVE, SUITE 200

City State/Province/Country ZIP/PostalCode Phone Number of Issuer

NEW YORK NEW YORK 10010 646-454-2656

3. Related Persons

Last Name First Name Middle Name

Rosenblatt David

Street Address 1 Street Address 2

c/o 1stdibs.com 156 5th Avenue, Suite 200

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10010

**Relationship:** X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Rimer Danny

Street Address 1 Street Address 2 c/o 1stdibs.com, Inc. 156 5th Avenue, Suite 200

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10010

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Cohler Matt

Street Address 1 Street Address 2

c/o 1stdibs.com, Inc. 156 5th Avenue, Suite 200

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10010

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Forcione Laurence

Street Address 1 Street Address 2

c/o 1stdibs.com 156 5th Avenue, Suite 200

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10010

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name

Bruno Michael

Street Address 1 Street Address 2 c/o 1stdibs.com 156 5th Avenue, Suite 200

City State/Province/Country ZIP/PostalCode

New York NEW YORK 10010

Relationship: X Executive Officer X Director Promoter

Clarification of Response (if Necessary):

# 4. Industry Group

Agriculture Health Care X Retailing

Banking & Financial Services Biotechnology Restaurants
Commercial Banking Health Insurance Technology

Insurance Hospitals & Physicians Computers

Investment Banking Pharmaceuticals Telecommunications

Pooled Investment Fund Other Health Care Other Technology

Is the issuer registered as Manufacturing Travel

an investment company under the Investment Company

Real Estate Airlines & Airports

Act of 1940? Commercial Lodging & Conventions

Yes No Construction Tourism & Travel Services

Other Banking & Financial Services REITS & Finance Other Travel

Other Banking & Financial Services REITS & Finance Other Travel

Business Services Residential

Business Services Residential Other Energy

Coal Mining Other Real Estate

Environmental Services
Oil & Gas

**Energy Conservation** 

Other Energy

**Electric Utilities** 

Recipient

(Associated) Broker or Dealer X None

Revenue Range	OR	Aggregate Net Asset Value Range				
No Revenues		No Aggregate No	et Asset Val	lue		
\$1 - \$1,000,000		\$1 - \$5,000,000				
\$1,000,001 - \$5,000,000		\$5,000,001 - \$25	,000,000			
\$5,000,001 - \$25,000,000		\$25,000,001 - \$50,000,000				
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000				
Over \$100,000,000		Over \$100,000,0				
X Decline to Disclose		Decline to Disclo	ose			
Not Applicable		Not Applicable				
6. Federal Exemption(s) and Exclu	usion(s) Claim	ned (select all that a	apply)			
D 1 504(1)(1) ( + (') ('')	····	Investment Company Act Section 3(c)				
Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 504 (b)(1)(i)		Section 3(c)(1)		Section 3(c)(9)		
Rule 504 (b)(1)(ii)		Section 3(c)	(2)	Section 3(c)(10)		
Rule 504 (b)(1)(iii)		Section 3(c)	(3)	Section 3(c)(11)		
Rule 505 X Rule 506(b)		Section 3(c)(4)		Section 3(c)(12)		
		Section 3(c)(5)		Section 3(c)(13)		
Rule 506(c) Securities Act Section 4(a)(5)		Section 3(c)		Section 3(c)(14)		
		Section 3(c)(7)				
7. Type of Filing		Section 5(0)(	,,			
X New Notice Date of First Sale Amendment	2013-12-23	First Sale Yet to	Occur			
8. Duration of Offering						
Does the Issuer intend this offerin	g to last more	than one year?	Yes X No			
9. Type(s) of Securities Offered (s	elect all that a	pply)				
X Equity Debt Option, Warrant or Other Right to Acquire Another Security			Pooled Investment Fund Interests			
			Tenant-in-Common Securities Mineral Property Securities			
						Security to be Acquired Upon Exercise of Op Other Right to Acquire Security
10. Business Combination Transaction	etion					
Is this offering being made in con a merger, acquisition or exchange		business combina	tion transac	etion, such as Yes X No		
Clarification of Response (if Nece	ssary):					
11. Minimum Investment						
Minimum investment accepted from any outside investor \$0 USD						
12. Sales Compensation						

Street Address 1

Recipient CRD Number X None

(Associated) Broker or Dealer CRD Number X None

**Street Address 2** 

ZIP/Postal Code City State/Province/Country

State(s) of Solicitation (select all that apply) Check "All States" or check individual States

All States Foreign/non-US

## 13. Offering and Sales Amounts

**Total Offering Amount** \$14,999,995 USD or Indefinite

**Total Amount Sold** \$14,999,995 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 Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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
1stdibs.com, Inc.	/s/ David Rosenblatt	David Rosenblatt	Chief Executive Officer	2014-02-25

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.