

PG DALLAS UPTOWN INVESTORS, LLC

FORM D/A

(Amended Small Company Offering and Sale of Securities Without Registration)

Filed 09/20/24

Address 3500 LENOX ROAD
 SUITE 625
 ATLANTA, GA, 30326
Telephone 4044974111
CIK 0002005026
Fiscal Year 12/31

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0002005026

Name of Issuer

PG Dallas Uptown Investors, LLC

Jurisdiction of
Incorporation/Organization

DELAWARE

Previous Name(s) None

Entity Type

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other

Year of Incorporation/Organization

- Over Five Years Ago
- Within Last Five Years (Specify Year) **2023**
- Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

PG Dallas Uptown Investors, LLC

Street Address 1

Street Address 2

3500 LENOX ROAD, SUITE 625

City

ATLANTA

State/Province/Country

GEORGIA

ZIP/Postal Code

30326

Phone No. of Issuer

404-497-4111

3. Related Persons

Last Name	First Name	Middle Name	
PG Dallas Uptown Manager, LLC	N/A	N/A	
Street Address 1	Street Address 2		
3500 Lenox Road, Suite 625			
City	State/Province/Country	ZIP/Postal Code	
Atlanta	GEORGIA	30326	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Last Name	First Name	Middle Name	
Peachtree Hotel Group II, LLC	N/A	N/A	
Street Address 1	Street Address 2		
3500 Lenox Road, Suite 625			
City	State/Province/Country	ZIP/Postal Code	
Atlanta	GEORGIA	30326	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Last Name	First Name	Middle Name
Friedman	Gregory	M.
Street Address 1	Street Address 2	
3500 Lenox Road, Suite 625		
City	State/Province/Country	ZIP/Postal Code
Atlanta	GEORGIA	30326
Relationship:	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	

Last Name Desai	First Name Jatin	Middle Name	
Street Address 1 3500 Lenox Road, Suite 625	Street Address 2		
City Atlanta	State/Province/Country GEORGIA	ZIP/Postal Code 30326	
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Last Name

Patel

First Name

Mitul

Middle Name

Street Address 1

Street Address 2

3500 Lenox Road, Suite 625

City

Atlanta

State/Province/Country

GEORGIA

ZIP/Postal Code

30326

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Manager of Sponsor

Last Name

Cadin

First Name

Kevin

Middle Name

M.

Street Address 1

Street Address 2

3500 Lenox Road, Suite 625

City

Atlanta

State/Province/Country

GEORGIA

ZIP/Postal Code

30326

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

General Counsel

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	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"/> Other Banking & Financial Services	<input type="checkbox"/> Manufacturing	Travel
	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
	<input checked="" type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Business Services		
Energy		
<input type="checkbox"/> Coal Mining		
<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	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues	<input type="checkbox"/> No Aggregate Net Asset Value
<input 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
<input type="checkbox"/> Over \$100,000,000	<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Rule 505
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/> Rule 506(b)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Rule 506(c)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Securities Act Section 4(a)(5)
	<input type="checkbox"/> Investment Company Act Section 3(c)

7. Type of Filing

<input type="checkbox"/> New Notice	Date of First Sale 2024-01-22	<input type="checkbox"/> First Sale Yet to Occur
<input checked="" type="checkbox"/> 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)

<input type="checkbox"/> Pooled Investment Fund Interests	<input checked="" type="checkbox"/> Equity
<input type="checkbox"/> Tenant-in-Common Securities	<input type="checkbox"/> Debt
<input type="checkbox"/> Mineral Property Securities	<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> 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 **\$ 10000 USD**

12. Sales Compensation

Recipient N/A	Recipient CRD Number	<input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer	<input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
Peachtree PC Investors, LLC	301004		
Street Address 1 3500 Lenox Road, Suite 625	Street Address 2		
City Atlanta	State/Province/Country GEORGIA	ZIP/Postal Code 30326	
State(s) of Solicitation	<input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

13. Offering and Sales Amounts

Total Offering Amount	\$ 51100000 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 46045290 USD	
Total Remaining to be Sold	\$ 5054710 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

The Manager may, in its sole discretion, increase the total offering to an amount up to \$61,300,000.

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:

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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 \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

2% placement agent fee to Peachtree PC Investors, LLC.

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, 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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
PG Dallas Uptown Investors, LLC	/s/ Kevin M. Cadin	Kevin M. Cadin	General Counsel	2024-09-20