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

ClK (Filer ID Number)NamestNoneEntity Type000110428Form Holdings, Inc.XCorporationName of IssuerXpresSpa Group, Inc.Limited PartnershipXpresSpa Group, Inc.Limited Tability CompanyJurisdiction ofGeneral PartnershipDELAWAREOther (Specify)Var of Incorporation/OrganizationBusiness TrustX Over Five Years AgoOther (Specify)Yet to Be FormedVaries (Specify Year)Yet to Be FormedStreet Address 12. Principal Place of Business and Contact InformationStreet Address 2780 THIRD AVENUE, 12TH FLOORState/Province/CountryZIP/PostalCodeCityState/Province/CountryZIP/PostalCodeNew YorkNEW YORK10017(212) 309-75493. Related PersonsStreet Address 1Street Address 2780 Third Avenue, 12th FloorStreet Address 2CityState/Province/CountryZIP/PostalCodeNew YorkNEW YORK10017CityState/Province/CountryZIP/PostalCodeNew YorkNEW YORK10017CityState/Province/CountryZIP/PostalCodeNew YorkNEW YORK10017Last NameFirst NameMiddle NameJankowskiEdwardStreet Address 1Street Address 1Street Address 2780 Third Avenue, 12th FloorEdwardCityState/Province/CountryZIP/PostalCodeNew YorkReproseFirst NameMiddle NameAbbe <th></th> <th>Previous</th> <th></th> <th></th>		Previous			
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City State/Province/Country ZIP/PostalCode	780 Third Avenue, 12th Flo				
			nce/Country	ZIP/PostalCode	
	-		-		

Relationship: Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bernstein	Bruce	
Street Address 1 780 Third Avenue, 12th Floor	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X I	Director Promoter	
Clarification of Response (if Necessary	7):	
Last Name	First Name	Middle Name
Heyer	Andrew	
Street Address 1 780 Third Avenue, 12th Floor	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X I	Director Promoter	
Clarification of Response (if Necessary	7):	
Last Name	First Name	Middle Name
Stout	Donald	
Street Address 1	Street Address 2	
780 Third Avenue, 12th Floor City	State/Dravince/Country	ZIP/PostalCode
New York	State/Province/Country NEW YORK	10017
Relationship: Executive Officer X I		1001/
Clarification of Response (if Necessary	7):	
Last Name	First Name	Middle Name
Giardina	Salvatore	
Street Address 1 780 Third Avenue, 12th Floor	Street Address 2	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X I	Director Promoter	
Clarification of Response (if Necessary	y):	
4. Industry Group		
Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing		-
Investment Banking	Pharmaceuticals	Telecommunications
Pooled Investment Fund	Other Health Care	Other Technology
Is the issuer registered as an investment company under	Manufacturing	Travel
the Investment Company	Real Estate	Airlines & Airports
Act of 1940?	Commercial	Lodging & Conventions
Yes No	Construction	Tourism & Travel Services
Other Banking & Financial Servio	ces REITS & Finance	Othor Traval

Other Banking & Financial Services REITS & Finance

Other Travel

Business ServicesResidentialX OtherFunctionColl MiningColl MiningValueElectric UtilitiesValueValueValueEnergy ConservationValueValueValueEnvironmental ServicesValueValueValueOther EnergyValueValueValue

Revenue Range OR **Aggregate Net Asset Value Range** No Revenues No Aggregate Net Asset Value \$1 - \$1,000,000 \$1 - \$5,000,000 \$5,000,001 - \$25,000,000 \$1,000,001 - \$5,000,000 \$5,000,001 -\$25,000,001 - \$50,000,000 \$25,000,000 \$25,000,001 -\$50,000,001 - \$100,000,000 \$100,000,000 Over \$100,000,000 Over \$100,000,000 X Decline to Disclose Decline to Disclose Not Applicable Not Applicable

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

	Investment Company	Investment Company Act Section 3(c)		
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)		
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)		
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)		
Rule 504 (b)(1)(iii) X Rule 506(b)	Section 3(c)(4)	Section 3(c)(12)		
Rule 506(c)	Section 3(c)(5)	Section 3(c)(13)		
Securities Act Section 4(a)(5)	Section 3(c)(6)	Section 3(c)(14)		
	Section 3(c)(7)			

7. Type of Filing

5. Issuer Size

- X New Notice Date of First Sale 2018-11-13 First Sale Yet to Occur Amendment
- 8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

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

10. Business Combination Transaction

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	
Recipient		Recipient CRD Number	None	
Palladium Capital Advisors, LLC		129400		
(Associated) Broker or Dealer X None		(Associated) Broker or D	ealer CRD Number X None	
None		None		
Street Address 1		Street A	Address 2	
10 Rockefeller Plaza				
City		State/Province/Country		ZIP/Postal Code
New York		NEW YORK		10020
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	All States	Foreign/non-US		
CALIFORNIA				

13. Offering and Sales Amounts

Total Offering Amount\$3,000,000 USDorIndefiniteTotal Amount Sold\$2,000,000 USDorIndefiniteTotal Remaining to be Sold \$1,000,000 USDorIndefinite

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.

1

Sales Commissions	\$140,000 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 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
XpresSpa Group, Inc.	/s/ Edward Jankowski	Edward Jankowski	Chief Executive Officer and Director	2018-11-20

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.