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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 Number: 3235-0076

Estimated average burden

hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	None	Entity Type
0001410428	Form Holdings, Inc.		<input checked="" type="checkbox"/> Corporation
Name of Issuer	XpresSpa Group, Inc.		<input type="checkbox"/> Limited Partnership
XpresSpa Group, Inc.	FORM Holdings Corp.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
DELAWARE			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input checked="" type="checkbox"/> Over Five Years Ago			
<input type="checkbox"/> Within Last Five Years (Specify Year)			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer		Street Address 1		Street Address 2	Phone Number of Issuer
XpresSpa Group, Inc.		780 THIRD AVENUE, 12TH FLOOR			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer		
NEW YORK	NEW YORK	10017	(212) 309-7549		

3. Related Persons

Last Name	First Name	Middle Name
Jankowski	Edward	
Street Address 1	Street Address 2	ZIP/PostalCode
780 Third Avenue, 12th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Abbe	Richard	
Street Address 1	Street Address 2	ZIP/PostalCode
780 Third Avenue, 12th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
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
Bernstein	Bruce	
Street Address 1	Street Address 2	
780 Third Avenue, 12th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Heyer	Andrew	
Street Address 1	Street Address 2	
780 Third Avenue, 12th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Stout	Donald	
Street Address 1	Street Address 2	
780 Third Avenue, 12th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Giardina	Salvatore	
Street Address 1	Street Address 2	
780 Third Avenue, 12th Floor		
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10017
Relationship: Executive Officer X Director Promoter		

Clarification of Response (if Necessary):

4. Industry Group

Agriculture	Health Care	Retailing
Banking & Financial Services	Biotechnology	Restaurants
Commercial Banking	Health Insurance	Technology
Insurance	Hospitals & Physicians	Computers
Investing	Pharmaceuticals	Telecommunications
Investment Banking	Other Health Care	Other Technology
Pooled Investment Fund		
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Manufacturing	Travel
Yes	Real Estate	Airlines & Airports
No	Commercial	Lodging & Conventions
Other Banking & Financial Services	Construction	Tourism & Travel Services
	REITS & Finance	Other Travel

Business Services

Residential

X Other

Energy

Other Real Estate

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

\$1 - \$1,000,000

\$1 - \$5,000,000

\$1,000,001 - \$5,000,000

\$5,000,001 - \$25,000,000

\$5,000,001 -

\$25,000,001 - \$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 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)

Section 3(c)(4)

Section 3(c)(12)

X Rule 506(b)

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

New Notice Date of First Sale 2018-11-13 First Sale Yet to Occur

X 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

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

Yes X 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
Palladium Capital Advisors, LLC	129400	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

Street Address 1		Street 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	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	
CALIFORNIA			

Recipient	Recipient CRD Number	None
Roth Capital Partners, LLC	15407	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	

Street Address 1		Street Address 2	
888 San Clemente Drive, Suite 400			
City	State/Province/Country	ZIP/Postal Code	
Newport Beach	CALIFORNIA	92660	
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	
CALIFORNIA			

13. Offering and Sales Amounts

Total Offering Amount \$3,000,000 USD or Indefinite
Total Amount Sold \$2,000,000 USD
Total Remaining to be Sold \$1,000,000 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:

1

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	\$90,000 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$50,000 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary):

Roth Capital Partners, LLC was paid a sales compensation of \$90,000 for their role as placement agent and Palladium Capital Advisors, LLC was paid \$50,000 in finder's fees for their role in introducing the Company and the investor.

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	2018-12-11

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.