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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

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)

[0001538716](#)

Name of Issuer

[Progreso Financiero Holdings, Inc.](#)

Jurisdiction of Incorporation/Organization

[DELAWARE](#)

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) [2011](#)

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

[Progreso Financiero Holdings, Inc.](#)

Street Address 1

[171 CONSTITUTION DRIVE](#)

City

[MENLO PARK](#)

State/Province/Country

[CALIFORNIA](#)

Street Address 2

ZIP/PostalCode

[94025](#)

Phone Number of Issuer

[\(650\) 391-0217](#)

3. Related Persons

Last Name

[Vazquez](#)

Street Address 1

[Progreso Financiero Holdings, Inc.](#)

City

[Menlo Park](#)

First Name

[Raul](#)

Street Address 2

[171 Constitution Drive](#)

State/Province/Country

[CALIFORNIA](#)

Middle Name

ZIP/PostalCode

[94025](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Tomlinson](#)

Street Address 1

[Progreso Financiero Holdings, Inc.](#)

City

[Menlo Park](#)

First Name

[David](#)

Street Address 2

[171 Constitution Drive](#)

State/Province/Country

[CALIFORNIA](#)

Middle Name

ZIP/PostalCode

[94025](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name

[Coblentz](#)

Street Address 1

[Progreso Financiero Holdings, Inc.](#)

City

[Menlo Park](#)

First Name

[Jonathan](#)

Street Address 2

[171 Constitution Drive](#)

State/Province/Country

[CALIFORNIA](#)

Middle Name

ZIP/PostalCode

[94025](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Strohm	David	
Street Address 1	Street Address 2	
c/o Greylock Partners	2250 Sand Hill Rd., Ste. 200	
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94025
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
Larsen	Chris	
Street Address 1	Street Address 2	
c/o Prosper Marketplace, Inc.	111 Sutter St., 22nd Floor	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
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
Gur	Saar	
Street Address 1	Street Address 2	
c/o Charles River Ventures	2882 Sand Hill Rd., Suite 106	
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94025
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
Patterson	Thomas	
Street Address 1	Street Address 2	
c/o Madrone Partners	3000 Sand Hill Rd., Building 1	
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94104
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
Pascarella	Carl	
Street Address 1	Street Address 2	
c/o TPG Capital, L.P.	345 California St.	
City	State/Province/Country	ZIP/PostalCode
San Francisco	CALIFORNIA	94104
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
Alvarez	Aida	
Street Address 1	Street Address 2	
c/o Progreso Financiero Holdings, Inc.	171 Constitution Dr.	
City	State/Province/Country	ZIP/PostalCode
Menlo Park	CALIFORNIA	94025
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
Florez	Dean	
Street Address 1	Street Address 2	

c/o Progreso Financiero Holdings, Inc.

171 Constitution Dr.

City

State/Province/Country

ZIP/PostalCode

Menlo Park

CALIFORNIA

94025

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

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

5. Issuer Size

- | Revenue Range | OR | 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)

- 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)

- | | |
|--|---|
| <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Section 3(c)(7) | |

7. Type of Filing

New Notice Date of First Sale [2012-06-18](#) 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)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <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 \$0 USD

12. Sales Compensation

Recipient UBS Securities, LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1 677 Washington Blvd. City Stamford State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States <input checked="" type="checkbox"/> CALIFORNIA	Recipient CRD Number <input type="checkbox"/> None 7654 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2 State/Province/Country CONNECTICUT <input type="checkbox"/> Foreign/non-US	ZIP/Postal Code 06901
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13. Offering and Sales Amounts

Total Offering Amount \$36,000,000 USD or Indefinite
Total Amount Sold \$20,786,897 USD
Total Remaining to be Sold \$15,213,103 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:

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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 \$207,000 USD Estimate

Clarification of Response (if Necessary):

Placement Agent fees paid in this offering. Recipient is listed in Item 12.

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):

Proceeds will be used for working capital.

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
Progreso Financiero Holdings, Inc.	/s/Jonathan Coblentz	Jonathan Coblentz	Chief Financial Officer	2012-07-02

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.