

FORM D
Notice of Exempt
Offering of Securities

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: June 30, 2012
Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number) Previous Name(s) None Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization
 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

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code Phone No. of Issuer

3. Related Persons

Last Name First Name Middle Name

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name First Name Middle Name

Street Address 1 Street Address 2

City	State/Province/Country	ZIP/Postal Code
Denver	COLORADO	80202

Relationship:	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Mr. Barton resigned as an officer and director of the Company on March 13, 2013, and had no involvement with this transaction.
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Last Name	First Name	Middle Name
Ferguson	Matthew	Robert

Street Address 1	Street Address 2
11044 Research Blvd.	Suite A-200

City	State/Province/Country	ZIP/Postal Code
Austin	TEXAS	78759

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture
<input checked="" type="checkbox"/> Banking & Financial Services
<input type="checkbox"/> Commercial Banking
<input type="checkbox"/> Insurance
<input type="checkbox"/> Investing
<input type="checkbox"/> Investment Banking
<input type="checkbox"/> Pooled Investment Fund
<input type="checkbox"/> Other Banking & Financial Services
<input type="checkbox"/> Business Services
<input type="checkbox"/> Energy
<input type="checkbox"/> Coal Mining
<input type="checkbox"/> Electric Utilities
<input type="checkbox"/> Energy Conservation
<input type="checkbox"/> Environmental Services
<input checked="" type="checkbox"/> Oil & Gas
<input type="checkbox"/> Other Energy | <input type="checkbox"/> Health Care
<input type="checkbox"/> Biotechnology
<input type="checkbox"/> Health Insurance
<input type="checkbox"/> Hospitals & Physicians
<input type="checkbox"/> Pharmaceuticals
<input type="checkbox"/> Other Health Care
<input type="checkbox"/> Manufacturing
<input type="checkbox"/> Real Estate
<input type="checkbox"/> Commercial
<input type="checkbox"/> Construction
<input type="checkbox"/> REITS & Finance
<input type="checkbox"/> Residential
<input type="checkbox"/> Other Real Estate | <input type="checkbox"/> Retailing
<input type="checkbox"/> Restaurants
<input type="checkbox"/> Technology
<input type="checkbox"/> Computers
<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Other Technology
<input type="checkbox"/> Travel
<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Other Travel
<input type="checkbox"/> Other |
|--|---|--|

5. Issuer Size

- | | |
|---|---|
| Revenue Range
<input type="checkbox"/> No Revenues
<input checked="" type="checkbox"/> \$1 - \$1,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000 | Aggregate Net Asset Value Range
<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$50,000,001 - \$100,000,000 |
|---|---|

- Over \$100,000,000
- Decline to Disclose
- Not Applicable

- Over \$100,000,000
- Decline to Disclose
- 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(6)
- Investment Company Act Section 3(c)

7. Type of Filing

- New Notice Date of First Sale 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)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another 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 No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	<input type="text"/>	Recipient CRD Number	<input type="text"/>	<input type="checkbox"/> None
(Associated) Broker or Dealer	<input type="text"/>	(Associated) Broker or Dealer CRD Number	<input type="text"/>	<input type="checkbox"/> None
Street Address 1	<input type="text"/>			
Street Address 2	<input type="text"/>			

City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation	<input type="checkbox"/> All States	

13. Offering and Sales Amounts

Total Offering Amount	\$	<input type="text"/>	USD	<input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$	<input type="text" value="216000"/>	USD	
Total Remaining to be Sold	\$	<input type="text"/>	USD	<input checked="" type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

This ongoing offering involves the issuance of securities to certain directors and executive officers as consideration for services. The current Total Amount Sold reflects the aggregate fair market value of securities issued on August 5, 2013.

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:

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	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate
Finders' Fees	\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> 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.

\$	<input type="text" value="0"/>	USD	<input type="checkbox"/> Estimate
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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 the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above 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
Rockdale Resources Corp	Marc S. Spezialy	Marc S. Spezialy	Chief Executive Officer	2013-08-20