MOGER STANLEY H
Form 3
June 20, 2005

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â MOGER STANLEY H
(Last) (First) (Middle)

1180 6TH AVENUE, SUITE 2010
(Street)

NEW YORK,Â NYÂ 10036
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/20/2005

3. Issuer Name **and** Ticker or Trading Symbol
NUVIM INC [NUVM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title			

				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	455 (3)	$ 55	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (4)	Common Stock	2,500 (5)	$ 11	D	Â
Warrants (right to buy)	Â (1)	09/14/2014	Common Stock	108,333	$ 3	D	Â
9.9% Warrants (right to buy) (6)	Â (1)	07/26/2014	Common Stock	117,396	$ 4.5	D	Â
9.9% Warrants (right to buy) (6)	Â (1)	07/26/2014	Common Stock	144,587	$ 7.5	D	Â
Secured Promissory Note (7)	05/19/2005(8)	05/19/2005(8)	Common Stock	178,608 (9)	$ 3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOGER STANLEY H 1180 6TH AVENUE, SUITE 2010 NEW YORK,Â NYÂ 10036	Â X	Â X	Â	Â

Signatures

Stanley M. Moger	06/20/2005
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Series A and Series C Preferred Stock were each convertible into Common Stock immediately upon issuance, at the option of the holder.

(2) The Series A Preferred Stock does not expire. However, it is automatically convertible into Common Stock upon the closing of a firmly underwritten public offering of the issuer's Common Stock. The conversion rate is currently each 55 shares of Preferred Stock converts into one share of Common Stock, subject to adjustment for stock splits, reverse splits and other similar recapitalization events.

(3) The reporting person owns 25,000 shares of Series A Preferred Stock, which is convertible into 455 shares of Common Stock.

(4) The Series C Preferred Stock does not expire. However, it is automatically convertible into Common Stock upon the closing of a firmly underwritten public offering of the issuer's Common Stock. The conversion rate is currently each 55 shares of Preferred Stock converts into one share of Common Stock, subject to adjustment for stock splits, reverse splits and other similar recapitalization events.

(5) The reporting person owns 137,500 shares of Series C Preferred Stock, which is convertible into 2,500 shares of Common Stock.

(6) The 9.9% Warrant entitles the holders, collectively, to own up to 9.9% of the post-IPO, fully-diluted capitalization of the issuer at the initial public offering price, including securities already owned by the co-owner of this 9.9% Warrant and as to which such co-owner has a right to acquire pursuant to securities he already owns. Because the issuer sold Units at $3, containing one share of Common Stock, one

Class A Warrant exercisable at $4.50 and one Class B Warrant exercisable at $7.50, the 9.9% Warrant entitles the holders, collectively, to purchase an aggregate of 234,793 shares at $4.50 and 289,174 shares at $7.50. The benefits of this 9.9% Warrant are being divded equally between two holders, and this Form 3 reports only the reporting person's interest. All of the information on this Form 3 that is related to the 9.9% Warrant describes the same instrument, but the 9.9% Warrant is listed two times to reflect two different exercise prices.

(7) The note, originally a non-convertible secured promissory note, became convertible as a result of the Conversion Agreement dated April 30, 2005.

(8) The secured promissory note is automatically convertible at the closing of the issuer's IPO. It will either automatically convert at the closing of the IPO or will revert to a non-derivative security and will not be convertible pursuant to the terms of the note or the agreement.

(9) The secured promissory note is owned by two holders, and this Form 3 reports only the reporting person's interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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will vest in full as of the date of the Change in Control, and (ii) the performance based award will vest as of the date of the Change in Control, but only to the extent the applicable provisions of the Employment Agreement were satisfied prior to, or in conjunction with, the Change in Control.

Retirement of Officer

Michael Levy, currently Executive Vice President of Avatar Properties Inc. and a named Executive Officer of Avatar, will retire from his positions with Avatar and its subsidiaries upon the expiration of his Employment Agreement with Avatar on December 31, 2010.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated October 25, 2010.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 28, 2010	Avatar Holdings Inc.
	/s/ Juanita I. Kerrigan
	Name: Juanita I. Kerrigan Title: Vice President and Secretary

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Exhibit Index

Exhibit No.	Description
99.1	Press Release, dated October 25, 2010.

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