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

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)
0002069604

Previous Names ☑ None

Name of Issuer
Park Dental Partners, Inc.

Jurisdiction of Incorporation/Organization
MINNESOTA

Year of Incorporation/Organization
☐ Over Five Years Ago
☑ Within Last Five Years (Specify Year) 2023
☐ Yet to Be Formed

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
Park Dental Partners, Inc.

Street Address 1	Street Address 2		
2200 COUNTY ROAD C WEST	SUITE 2210		
City	**State/Province/Country**	**ZIP/PostalCode**	**Phone Number of Issuer**
ROSEVILLE	MINNESOTA	55113	651-633-0500

3. Related Persons

Last Name	First Name	Middle Name
Swenson	Peter	Gregory
Street Address 1	**Street Address 2**	
2200 County Road C West	Suite 2210	
City	**State/Province/Country**	**ZIP/PostalCode**
Roseville	MINNESOTA	55113

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

President and Chief Executive Officer

Last Name	First Name	Middle Name
Bernander	Christopher	James
Street Address 1	**Street Address 2**	
2200 County Road C West	Suite 2210	
City	**State/Province/Country**	**ZIP/PostalCode**
Roseville	MINNESOTA	55113

Relationship: ☑ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Chief Financial Officer and Treasurer

Last Name	First Name	Middle Name
Law	Alan	Siems
Street Address 1	**Street Address 2**	
2200 County Road C West	Suite 2210	
City	**State/Province/Country**	**ZIP/PostalCode**
Roseville	MINNESOTA	55113

☐ ☐ ☐

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Chief Clinical Officer - Specialty Practices

Last Name	First Name	Middle Name
Steele	Christopher	Eugene
Street Address 1	Street Address 2	
2200 County Road C West	Suite 2210	
City	State/Province/Country	ZIP/PostalCode
Roseville	MINNESOTA	55113

Relationship: ☑ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Chief Clinical Officer - General Practices

Last Name	First Name	Middle Name
Gerlach	Todd	Christopher
Street Address 1	Street Address 2	
2200 County Road C West	Suite 2210	
City	State/Province/Country	ZIP/PostalCode
Roseville	MINNESOTA	55113

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Smith	Philip	Irving
Street Address 1	Street Address 2	
2200 County Road C West	Suite 2210	
City	State/Province/Country	ZIP/PostalCode
Roseville	MINNESOTA	55113

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Smith	Christopher	Charles
Street Address 1	Street Address 2	
2200 County Road C West	Suite 2210	
City	State/Province/Country	ZIP/PostalCode
Roseville	MINNESOTA	55113

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Schaefer	Anna	Marie
Street Address 1	Street Address 2	
2200 County Road C West	Suite 2210	
City	State/Province/Country	ZIP/PostalCode
Roseville	MINNESOTA	55113

Relationship: ☐ Executive Officer ☑ Director ☐ Promoter

Clarification of Response (if Necessary):

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4. Industry Group

☐ Agriculture

Banking & Financial Services

- ☐ Commercial Banking
- ☐ Insurance
- ☐ Investing
- ☐ Investment Banking

Health Care

- ☐ Biotechnology
- ☐ Health Insurance
- ☐ Hospitals & Physicians
- ☐ Pharmaceuticals

☐ Retailing

☐ Restaurants

Technology

- ☐ Computers
- ☐ Telecommunications

- [ ] 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
- [x] Other Health Care
- [ ] Manufacturing

Real Estate

- [ ] Commercial
- [ ] Construction
- [ ] REITS & Finance
- [ ] Residential
- [ ] Other Real Estate
- [ ] Other Technology

Travel

- [ ] Airlines & Airports
- [ ] Lodging & Conventions
- [ ] Tourism & Travel Services
- [ ] Other Travel
- [ ] Other

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 - $25,000,000		[ ] $25,000,001 - $50,000,000
[ ] $25,000,001 - $100,000,000		[ ] $50,000,001 - $100,000,000
[x] Over $100,000,000		[ ] Over $100,000,000
[ ] Decline to Disclose		[ ] Decline to Disclose
[ ] Not Applicable		[ ] 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)
- [x] Rule 506(b)
- [ ] Rule 506(c)
- [ ] Securities Act Section 4(a)(5)
- [ ] Investment Company Act Section 3(c)
- [ ] Section 3(c)(1)
- [ ] Section 3(c)(2)
- [ ] Section 3(c)(3)
- [ ] Section 3(c)(4)
- [ ] Section 3(c)(5)
- [ ] Section 3(c)(6)
- [ ] Section 3(c)(7)
- [ ] Section 3(c)(9)
- [ ] Section 3(c)(10)
- [ ] Section 3(c)(11)
- [ ] Section 3(c)(12)
- [ ] Section 3(c)(13)
- [ ] Section 3(c)(14)

7. Type of Filing

- [x] New Notice Date of First Sale 2026-11-06 [ ] 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
- [ ] Debt
- [ ] Option, Warrant or Other Right to Acquire Another Security
- [ ] Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- [ ] Pooled Investment Fund Interests
- [ ] Tenant-in-Common Securities
- [ ] Mineral Property Securities
- [ ] 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? [x] Yes [ ] No

Clarification of Response (if Necessary):

Shares were issued as rollover consideration in the acquisition of Ryan & Associates LLC, the non-clinical dental services organization supporting Village Family Dental.

11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation

Recipient

Recipient CRD Number ☑ None

(Associated) Broker or Dealer ☑ None

(Associated) Broker or Dealer CRD Number ☑ None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States ☐ All States

☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount	$9,200,000 USD	or ☐ Indefinite
Total Amount Sold	$9,200,000 USD	
Total Remaining to be Sold	$0 USD	or ☐ Indefinite

Clarification of Response (if Necessary):

Non-cash consideration: rollover equity valued at $9,200,000 for 474,535 common shares. Issued to Ryan, James, Wiles, Patel, and Olsen, D.D.S., PLLC, which distributed the shares to its five beneficial owners.

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 $0 USD ☐ Estimate

Finders' Fees $0 USD ☐ Estimate

Clarification of Response (if Necessary):

No commissions, finders' fees or similar compensation were paid or are payable, directly or indirectly, in connection with this securities offering, including to pH Partners, LLC or Logan Growth Advisors.

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):

The issuer received rollover equity interests as acquisition consideration, not cash proceeds.

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
Park Dental Partners, Inc.	/s/ Christopher J. Bernander	Christopher J. Bernander	Chief Financial Officer	2026-11-11

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.