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

OMB Number: 3235-0076 Estimated Average burden hours per response: 4.0

OMB APPROVAL

### **FORM D**

**Notice of Exempt Offering of Securities** 

1.	<b>Issuer</b>	S	Iden	titv
				,

CIK (Filer ID Number)	Previous Name(s)	<b>X</b>	None	Entity	Type
0001043277				X	Corporation
Name of Issuer					Limited Partnership
C H ROBINSON WORLDWIDE INC					Limited Liability Company
Jurisdiction of					General Partnership
Incorporation/Organization					<b>Business Trust</b>
DELAWARE					Other
Year of Incorporation/Organization	ı				
<b>☒</b> 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

C H ROBINSON WORLDWIDE INC

Street Address 1 Street Address 2

14701 Charlson Road

City State/Province/Country ZIP/Postal Code Phone No. of Issuer Eden Prairie MINNESOTA 55347 952-937-8500

### 3. Related Persons

Last Name		First Name		Middle Name	
Wiehoff		John		P.	
Street Address 1			Street Address 2	i	
14701 Charlson R	oad				
City		State/Province	e/Country	ZIP/Postal Code	
Eden Prairie		MINNESOT	'A	55347	
Relationship:	× Exe	ecutive Officer	<b>X</b> Director	Promoter	
Clarification of Resp	onse (if Ne	ecessary)			
Last Name		First Name		Middle Name	
Butts		James		<b>E.</b>	
Street Address 1			Street Address 2		
14701 Charlson R	oad				
City		State/Province		ZIP/Postal Code	
Eden Prairie		MINNESOT	'A	55347	
Relationship:	× Exe	ecutive Officer	☐ Director	☐ Promoter	
Clarification of Resp	oonse (if Ne	ecessary)			
Last Name		First Name		Middle Name	
Campbell		Ben		G.	
Street Address 1			Street Address 2	6	
14701 Charlson R	oad				
City		State/Province	e/Country	ZIP/Postal Code	
Eden Prairie		MINNESOT	'A	55347	
Relationship:	× Exe	ecutive Officer	Director	☐ Promoter	
Clarification of Resp	oonse (if No	ecessary)			
Last Name		First Name		Middle Name	
Lemke		James		Р.	
Street Address 1			Street Address 2		
14701 Charlson R	oad				
City		State/Province		ZIP/Postal Code	
Eden Prairie		MINNESOT	_	55347	
Relationship:		ecutive Officer	☐ Director	☐ Promoter	
Clarification of Resp	oonse (if Ne	ecessary)			

Last Name		First Name			Middle Name		
Lindbloom		Chad			<b>M.</b>		
Street Address 1			Str	eet Address 2			
14701 Charlson R	Road						
City		State/Province			ZIP/Postal Code		
Eden Prairie		MINNESOT			55347		
Relationship:	<del></del>	e Officer		Director	☐ Promoter		
Clarification of Res	sponse (if Necessa	ary)					
Last Name		First Name			Middle Name		
Rambaud		Stephane			D.		
Street Address 1			Str	eet Address 2			
14701 Charlson R	Road						
City		State/Province	e/Country		ZIP/Postal Code		
E1 E 11		MINNESOT	<b>A</b>		55347		
Eden Prairie			П	Director	☐ Promoter		
Eden Prairie Relationship: Clarification of Res	<del></del>	ve Officer nry)	Ц	Director			
Relationship:	<del></del>				Middle Name		
Relationship: Clarification of Res	<del></del>	nry)		- Include			
Relationship: Clarification of Res	ponse (if Necessa	First Name		reet Address 2	Middle Name		
Relationship: Clarification of Res Last Name Satterlee Street Address 1 14701 Charlson R	ponse (if Necessa	First Name	Str	reet Address 2	Middle Name		
Relationship: Clarification of Response Last Name Satterlee Street Address 1	ponse (if Necessa	First Name Scott	Str e/Country	reet Address 2	Middle Name A.		
Relationship: Clarification of Res Last Name Satterlee Street Address 1 14701 Charlson R City	sponse (if Necessa	First Name Scott State/Province	Str e/Country	reet Address 2	Middle Name A.  ZIP/Postal Code		
Relationship: Clarification of Responsible Clarification of Responsible Clarification of Responsible Clarification of Responsible Clarification of Responsible Clarification Responsibility Responsi	sponse (if Necessa Road	First Name Scott  State/Province MINNESOT	Str e/Country	reet Address 2	Middle Name A.  ZIP/Postal Code 55347		
Relationship: Clarification of Responsible Responsible Relationship: Clarification of Responsible Relationship: Clarification of Responsible Relationship:	sponse (if Necessa Road	First Name Scott  State/Province MINNESOT	Str e/Country	reet Address 2	Middle Name A.  ZIP/Postal Code 55347		
Relationship: Clarification of Responsible Responsible Responsible Relationship: Clarification of Responsible Relationship: Clarification of Responsible Responsible Responsible Relationship:	sponse (if Necessa Road	First Name Scott  State/Province MINNESOT re Officer arry)	Str e/Country	reet Address 2	Middle Name A.  ZIP/Postal Code 55347  Promoter		
Relationship: Clarification of Responsible Responsible Responsible Relationship: Clarification of Responsible Relationship: Clarification of Responsible Relationship: Last Name Walker Street Address 1	Road  Executives	First Name Scott  State/Province MINNESOT re Officer ary)	Str e/Country 'A	reet Address 2	Middle Name A.  ZIP/Postal Code 55347  Promoter  Middle Name		
Relationship: Clarification of Responsible Cl	Road  Executives	First Name Scott  State/Province MINNESOT re Officer ary)	Str e/Country CA	peet Address 2  Director	Middle Name A.  ZIP/Postal Code 55347  Promoter  Middle Name		
Clarification of Responsible  Last Name Satterlee Street Address 1 14701 Charlson R City Eden Prairie Relationship: Clarification of Responsible Last Name Walker Street Address 1 14701 Charlson R	Road  Executives	First Name Scott  State/Province MINNESOT TO Officer Thry)  First Name Mark	Stre/Country Str	peet Address 2  Director	Middle Name A.  ZIP/Postal Code 55347  Promoter  Middle Name A.		

Last Name		First Name			Middle Nam	ie				
Anderson	1	Scott			<b>P.</b>					
Street Address 1			Stre	et Address 2						
14701 Charlson Roa	ad									
City	;	State/Province/Co	ountry		ZIP/Postal (	Code				
<b>Eden Prairie</b>		MINNESOTA			55347					
Relationship:	<b>■</b> Executive Of	ficer	X	Director		Promoter	•			
Clarification of Respo	onse (if Necessary)									
Last Name	:	First Name			Middle Nam	ne				
Ezrilov	:	Robert								
Street Address 1 14701 Charlson Roa	ad		Stre	et Address 2						
City	:	State/Province/Co	ountry		ZIP/Postal (	Code				
		MINNESOTA			55347					
Eden Prairie				D:4		Promoter				
	☐ Executive Of	ficer	X	Director		Tromoter				
Relationship: Clarification of Respo	Executive Of onse (if Necessary)		×	Director						
Relationship: Clarification of Respo Last Name	Executive Of onse (if Necessary)	First Name	<u>×</u>	Director	Middle Nam		•			
Relationship: Clarification of Respo  Last Name  Fortun	Executive Of onse (if Necessary)									
Relationship: Clarification of Respo  Last Name  Fortun  Street Address 1	Executive Of onse (if Necessary)	First Name		et Address 2	Middle Nam					
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa	Executive Of onse (if Necessary)	First Name Wayne	Stre		Middle Nan M.	ne				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa	Executive Of onse (if Necessary)	First Name Wayne State/Province/Co	Stre		Middle Nam M.  ZIP/Postal O	ne				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie	Executive Of onse (if Necessary)	First Name Wayne State/Province/Co MINNESOTA	Stre	et Address 2	Middle Nam M. ZIP/Postal 0 55347	ie Code				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie	Executive Of onse (if Necessary)  ad  Executive Of	First Name Wayne State/Province/Co MINNESOTA	Stre		Middle Nam M.  ZIP/Postal O	ne				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie Relationship:	Executive Of onse (if Necessary)  ad  Executive Of onse (if Necessary)	First Name Wayne State/Province/Co MINNESOTA	Stre	et Address 2	Middle Nam M. ZIP/Postal 0 55347	code Promoter				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie Relationship: Clarification of Respo	Executive Of onse (if Necessary)  ad  Executive Of onse (if Necessary)	First Name Wayne State/Province/Co MINNESOTA ficer	Stre	et Address 2	Middle Nam M.  ZIP/Postal ( 55347	code Promoter				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie Relationship: Clarification of Respo  Last Name	Executive Of onse (if Necessary)  ad  Executive Of onse (if Necessary)	First Name Wayne  State/Province/Co MINNESOTA ficer  First Name	Stre ountry ×	et Address 2	Middle Nam M.  ZIP/Postal C 55347	code Promoter				
Relationship: Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie Relationship: Clarification of Respo  Last Name Steele Guilfoile	Executive Of onse (if Necessary)  ad  Executive Of onse (if Necessary)	First Name Wayne  State/Province/Co MINNESOTA ficer  First Name	Stre ountry ×	et Address 2 Director	Middle Nam M.  ZIP/Postal C 55347	code Promoter				
Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie Relationship: Clarification of Respo  Last Name Steele Guilfoile Street Address 1	Executive Of onse (if Necessary)  ad  Executive Of onse (if Necessary)	First Name Wayne  State/Province/Co MINNESOTA ficer  First Name	Stre Ountry  X	et Address 2 Director	Middle Nam M.  ZIP/Postal C 55347	code Promoter				
Clarification of Respo  Last Name Fortun Street Address 1 14701 Charlson Roa City Eden Prairie Relationship: Clarification of Respo  Last Name Steele Guilfoile Street Address 1 14701 Charlson Roa	Executive Of onse (if Necessary)  ad  Executive Of onse (if Necessary)	First Name Wayne  State/Province/Co MINNESOTA ficer  First Name Mary	Stre Ountry  X	et Address 2 Director	Middle Nam M.  ZIP/Postal C 55347	code Promoter				

Last Name		First Name		Middle Name	
MacLennan		David		W.	
Street Address 1			Street Address 2		
14701 Charlson F	Road				
City		State/Province	•	ZIP/Postal Code	
Eden Prairie		MINNESOT		55347	
Relationship:		<b>Executive Officer</b>	<b>X</b> Director	Promoter	
Clarification of Res	sponse (	if Necessary)			
Last Name		First Name		Middle Name	
Koenig Roloff		ReBecca			
Street Address 1			Street Address 2		
14701 Charlson F	Road				
City		State/Province		ZIP/Postal Code	
Eden Prairie		MINNESOT	A	55347	
		T	□ Director	Promoter	
Relationship: Clarification of Res	sponse (	Executive Officer if Necessary)			
Clarification of Res		if Necessary)  First Name		Middle Name	
Clarification of Res  Last Name  Short		if Necessary)			
Clarification of Res	sponse (	if Necessary)  First Name	Street Address 2	Middle Name	
Clarification of Res  Last Name Short Street Address 1	sponse (	if Necessary)  First Name	Street Address 2	Middle Name	
Clarification of Res  Last Name Short Street Address 1 14701 Charlson F	sponse (	if Necessary)  First Name Brian	Street Address 2	Middle Name P.	
Clarification of Res  Last Name Short Street Address 1 14701 Charlson F City	sponse (	if Necessary)  First Name  Brian  State/Province	Street Address 2	Middle Name P.  ZIP/Postal Code	
Clarification of Res  Last Name Short Street Address 1 14701 Charlson F City Eden Prairie	sponse (	First Name Brian  State/Province MINNESOT	Street Address 2 /Country	Middle Name P.  ZIP/Postal Code 55347	
Last Name Short Street Address 1 14701 Charlson F City Eden Prairie Relationship:	sponse (	First Name Brian  State/Province MINNESOT	Street Address 2 /Country	Middle Name P.  ZIP/Postal Code 55347	
Last Name Short Street Address 1 14701 Charlson F City Eden Prairie Relationship: Clarification of Res	sponse (	First Name Brian  State/Province MINNESOT  Executive Officer  if Necessary)	Street Address 2 /Country	Middle Name P.  ZIP/Postal Code 55347  Promoter	
Last Name Short Street Address 1 14701 Charlson F City Eden Prairie Relationship: Clarification of Res Last Name	Sponse (	First Name Brian  State/Province MINNESOT  Executive Officer if Necessary)	Street Address 2 /Country	Middle Name P.  ZIP/Postal Code 55347  Promoter  Middle Name	
Last Name Short Street Address 1 14701 Charlson F City Eden Prairie Relationship: Clarification of Res Last Name Stake Street Address 1	Sponse (	First Name Brian  State/Province MINNESOT  Executive Officer if Necessary)	Street Address 2 //Country A    Director  Street Address 2	Middle Name P.  ZIP/Postal Code 55347  Promoter  Middle Name	
Last Name Short Street Address 1 14701 Charlson F City Eden Prairie Relationship: Clarification of Res Last Name Stake Street Address 1 14701 Charlson F	Sponse (	First Name Brian  State/Province MINNESOT  Executive Officer if Necessary)  First Name James	Street Address 2 //Country A    X   Director  Street Address 2	Middle Name P.  ZIP/Postal Code 55347  Promoter  Middle Name B.	
Clarification of Res  Last Name Short Street Address 1 14701 Charlson F City Eden Prairie Relationship: Clarification of Res  Last Name Stake Street Address 1 14701 Charlson F City	Sponse (	First Name Brian  State/Province MINNESOT  Executive Officer if Necessary)  First Name James	Street Address 2 //Country A    X   Director  Street Address 2	Middle Name P.  ZIP/Postal Code 55347  Promoter  Middle Name B.	

Last Name		First Name		Middle Name
Wickham		Michael		W.
Street Address 1			Street Address 2	
14701 Charlson R	Road			
City		State/Province	ce/Country	ZIP/Postal Code
Eden Prairie		MINNESO	TA	55347
Relationship:		<b>Executive Officer</b>	<b>X</b> Director	☐ Promoter
Clarification of Res	ponse (	(if Necessary)		

#### 4. Industry Group ■ Agriculture □ Retailing **Health Care Banking & Financial Services** ■ Biotechnology ■ Restaurants ☐ Commercial Banking ■ Health Insurance Technology ☐ Computers ■ Insurance ■ Hospitals & Physicians □ Telecommunications ☐ Investing ■ Pharmaceuticals ■ Investment Banking ☐ Other Health Care **X** Other Technology **Pooled Investment Fund Travel** Other Banking & Financial ☐ Airlines & Airports ☐ Manufacturing Services ■ Lodging & Conventions **Real Estate** ☐ Commercial **☐** Tourism & Travel Services ☐ Construction ☐ Other Travel ☐ REITS & Finance Other ☐ Residential ☐ Other Real Estate ■ Business Services Energy ☐ Coal Mining ■ Electric Utilities ■ Energy Conservation ■ Environmental Services ☐ Oil & Gas ☐ Other Energy 5. Issuer Size **Revenue Range** 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 \$50,000,001 - \$100,000,000 \$25,000,001 - \$100,000,000 Over \$100,000,000 Over \$100,000,000 **Decline to Disclose Decline to Disclose**

Not Applicable

Not Applicable

<b>6.</b>	Federal Exemption	n(s)	and Exclusion(s) Claimed
(se	elect all that apply)	)	
	Rule 504(b)(1) (not (i), (ii) or (iii))		Rule 505
	Rule 504 (b)(1)(i)	X	Rule 506
	Rule 504 (b)(1)(ii)		Securities Act Section 4(5)
	Rule 504 (b)(1)(iii)		Investment Company Act Section 3(c)
7.	Type of Filing		
X	New Notice Date of	of First S	ale 2012-11-01
	Amendment		
	Duration of Offering to last more	_	ne year? ☐ Yes ⊠ No
9.	Type(s) of Securiti	ies (	Offered (select all that apply)
	Pooled Investment Fund Interests		<b>▼</b> Equity
	<b>Tenant-in-Common Securities</b>		☐ Debt
	Mineral Property Securities		Option, Warrant or Other Right to Acquire Another Security
	Security to be Acquired Upon Exercise Warrant or Other Right to Acquire Sec		•
10	. Business Combin	atio	on Transaction
	is offering being made in connection with saction, such as a merger, acquisition or e	_	IAI 168 I I NO
Clar	ification of Response (if Necessary)		
	ering made in connection with the acquisi hase Agmt dtd 9/24/12.	tion of P	hoenix International Freight Services, Ltd. pursuant to the
11	. Minimum Invest	men	nt
Mini	mum investment accepted from any outsi	de invest	for \$ 0 USD

## 12. Sales Compensation

Recipient			Recipient CRD Number	Ц	None
(Associated) Broker or Dealer		None	(Associated) Broker or Dealer CRD Number		None
Street Address 1			Street Address 2		
City		State/Prov	ince/Country ZIP/P	ostal Code	<b>:</b>
State(s) of Solicitation	All States				

13. Offering and Sale	es Amou	ints
<b>Total Offering Amount</b>	\$ 63499975 U	USD ☐ Indefinite
Total Amount Sold	\$ 63499975 U	USD
Total Remaining to be Sold	\$ 0 USD	☐ Indefinite
Clarification of Response (if Necessary) In this offering, the issuer issued 1,108,202 sh Services, Ltd. purusant to the Purchase Agmt		n with the acquisition of Phoenix International Freight
14. Investors		
Select if securities in the offering have accredited investors, Number of such non-accredited investors	·	• •
e		en or may be sold to persons who do not of investors who already have invested
15. Sales Commission Provide separately the amounts of sales commexpenditure is not known, provide an estimate Sales Commissions \$ 0. US	issions and finder and check the bo	rs' fees expenses, if any. If the amount of an
Sales Commissions \$ 0 US	SD	Estimate
Finders' Fees \$ 0 US	SD	☐ Estimate
Clarification of Response (if Necessary)		
16. Use of Proceeds		
~ ·	ive officers, direct	as been or is proposed to be used for payments to any cors or promoters in response to Item 3 above. If the t 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, 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
C H ROBINSON WORLDWIDE INC	/s/ Ben G. Campbell	Ben G. Campbell	Vice President & General Counsel	2012-11-13