

COCONNECT, INC.
Form SC 13D
May 12, 2014

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. _____)***

CoConnect, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

19188W 301

(CUSIP Number)

Henrik Oerbekker

8, Boulevard Royal

Luxembourg 2449, Luxembourg

(+352) 661 366 003

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 1, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. **19188W 301** 13D Page 2 of 5 Pages

NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1.

Henrik Oerbekker

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

SOURCE OF FUNDS (see instructions)

4.

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5.

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Denmark

SOLE VOTING POWER

NUMBER OF 7.

SHARES **0**
SHARED VOTING POWER

BENEFICIALLY 8.

OWNED BY EACH **306,000**
REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

WITH **0**
SHARED DISPOSITIVE POWER

10.

306,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

306,000

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

12.

[]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

11.1%

TYPE OF REPORTING PERSON (see instructions)

14.

CO

CUSIP No. 19188W 301 13D Page 3 of 5 Pages

Item 1. Security and Issuer.

The issuer is CoConnect, Inc. (the "Issuer"). The title of the class of equity securities to which this Statement relates is Common Stock, par value \$0.001 per share ("Shares"). The Issuer's principal executive office is: 25 East 200 South, Lehi, Utah 84043.

Item 2. Identity and Background.

(a) This Statement is being filed by Henrik Oerbekker (the "Reporting Person").

(b) The Reporting Person's business address is: 8, Boulevard Royal, Luxembourg 2449, Luxembourg.

(c) The Reporting Person is Managing Director of PacificWavePartenrs Europe sarl ("PW Europe"), a financial advisory firm.

(d) The Reporting Person has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of any such proceeding was not or is not subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Person is a citizen of Denmark.

Item 3. Source or Amount of Funds or Other Consideration.

The Shares described in this Statement were issued to the Reporting Person in exchange for financial advisory services provided to PacificWave Partners Limited, a Gibraltar company (“PWP”), in connection with the private offering described in Item 4 of this Statement. PWP and PW Europe are parties to a co-marketing agreement whereby they jointly market and provide financial services to clients, but are each separately owned and operated. Pursuant to this agreement, PWP has licensed to PW Europe the right to use the name “PacificWave” in Europe.

Item 4. Purpose of Transaction.

The Issuer is a “shell” corporation and as such has no current operations. On December 18, 2013, three shareholders of the Issuer entered into a Stock Purchase Agreement (the “PWP Agreement”) with PWP for the sale to PWP of 2,305,000 Shares of the Issuer’s outstanding common stock owned by the sellers (later amended to 2,582,767 Shares), constituting approximately 93.9% of the outstanding Shares. The purchase price was \$230,000 (\$0.09 per Share) in cash. Under the PWP Agreement, the Sellers also agreed to surrender for cancellation 100,000 shares of the Issuer’s Series B Preferred Stock. The transaction closed on May 1, 2014.

In January 2014, the Reporting Person arranged for a private sale of certain Shares to four non-U.S. resident accredited investors, to become effective upon the closing under the PWP Agreement. PWP also agreed to transfer at closing certain of the purchased Shares to certain persons and entities, including affiliates of the Reporting Person and PW Europe, that provided services in connection with the transactions described in this Item 4. The Issuer was not a party to any of these transactions.

On May 6, 2014 PWP issued a press release stating that it intended to use the Issuer as a platform for the acquisition of an operating company and that it was currently in the process of evaluating potential acquisition target companies in the global luxury chocolate and related cocoa industry sectors. It is anticipated that any such acquisition, when consummated, would involve one or more of the following: (1) the issuance of additional common stock or other equity securities of the Issuer to the owners of the acquired company, resulting in a change of control; (2) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer; (3) a change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (4) a material change in the present capitalization or dividend policy of the Issuer; (5) a material change in the present capitalization or dividend policy of the Issuer; (6) changes in the Issuer’s charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; or (7) actions similar to any of those enumerated above.

CUSIP No. 19188W 301 13D Page 4 of 5 Pages

Item 5. Interest in Securities of the Issuer.

As of the date of this Statement, the Reporting Person beneficially owned 306,000 Shares, constituting 11.1% of the outstanding Shares. The percentage of Shares owned is based upon 2,750,000 Shares outstanding as of April 23, 2014, as indicated in the Issuer's Quarterly Report on Form 10Q for the fiscal quarter ended September 30, 2013.

The Reporting Person may be deemed to have beneficial ownership of, and shared voting and dispositive power over, the following shares, totaling 306,000 Shares: (1) 125,000 shares held in the name of PW Europe, of which the Reporting Person is a Director; (2) 120,000 shares held in the name of PacificWave Partners UK Ltd., of which the Reporting Person is a director and children of the Reporting Person are the shareholders; and (3) 61,000 Shares acquired by the Reporting Person and gifted to his children Frederikke Oerbekker (15,250 Shares), Sascha Oerbekker (15,250 Shares), Sandra Oerbekker (15,250 Shares) and Sophie Oerbekker (15,250 Shares), over all of which the Reporting Person disclaims voting and dispositive power. All of such Shares were acquired on May 1, 2014, as described in Item 3 of this Schedule. No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except for the issuance of the Shares for services as described in Items 3 and 4, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Person and any other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits.

None.

CUSIP No. **19188W 301** 13D Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Henrik Oerbekker
Henrik Oerbekker

