For Six Month Period Ending 12/31/2012

I - REGISTRANT

1. (a) Name of Registrant  
Azerbaijan America Alliance Corporation

(b) Registration No.  
6046

(c) Business Address(es) of Registrant  
1101 Pennsylvania Ave, NW  
Suite 600  
Washington, DC 20004

2. Has there been a change in the information previously furnished in connection with the following?

(a) If an individual:
   (1) Residence address(es)  
      Yes ☐  No ☐
   (2) Citizenship  
      Yes ☐  No ☐
   (3) Occupation  
      Yes ☐  No ☐

(b) If an organization:
   (1) Name  
      Yes ☐  No ☐
   (2) Ownership or control  
      Yes ☐  No ☐
   (3) Branch offices  
      Yes ☐  No ☐

(c) Explain fully all changes, if any, indicated in Items (a) and (b) above.  
N/A

3. If you have previously filed Exhibit C, state whether any changes therein have occurred during this 6 month reporting period.

   Yes ☐  No ☐

   If yes, have you filed an amendment to the Exhibit C?  
   Yes ☐  No ☐

   If no, please attach the required amendment.

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* The Exhibit C, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, and by-laws of a registrant and is an organization. (A waiver of the requirement to file an Exhibit C may be obtained for good cause upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530.)

Formerly CRM-154

FORM NSD-2
Revised 03/11
4. (a) Have any persons ceased acting as partners, officers, directors or similar officials of the registrant during this 6 month reporting period?

Yes ☐  No ☐

If yes, furnish the following information:

Name  Position  Date Connection Ended

(b) Have any persons become partners, officers, directors or similar officials during this 6 month reporting period?

Yes ☐  No ☐

If yes, furnish the following information:

Name  Residence Address  Citizenship  Position  Date Assumed

5. (a) Has any person named in Item 4(b) rendered services directly in furtherance of the interests of any foreign principal?

Yes ☐  No ☐

If yes, identify each such person and describe the service rendered.

(b) During this six month reporting period, has the registrant hired as employees or in any other capacity, any persons who rendered or will render services to the registrant directly in furtherance of the interests of any foreign principal(s) in other than a clerical or secretarial, or in a related or similar capacity?  Yes ☐  No ☐

Name  Residence Address  Citizenship  Position  Date Assumed

(c) Have any employees or individuals, who have filed a short form registration statement, terminated their employment or connection with the registrant during this 6 month reporting period?  Yes ☐  No ☐

If yes, furnish the following information:

Name  Position or Connection  Date Terminated

(d) Have any employees or individuals, who have filed a short form registration statement, terminated their connection with any foreign principal during this 6 month reporting period?  Yes ☐  No ☐

If yes, furnish the following information:

Name  Position or Connection  Foreign Principal  Date Terminated

6. Have short form registration statements been filed by all of the persons named in Items 5(a) and 5(b) of the supplemental statement?

Yes ☐  No ☐

If no, list names of persons who have not filed the required statement.
### II - FOREIGN PRINCIPAL

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>7. Has your connection with any foreign principal ended during this 6 month reporting period?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>If yes, furnish the following information:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Foreign Principal</td>
<td></td>
<td>Date of Termination</td>
</tr>
<tr>
<td>8. Have you acquired any new foreign principal(s) during this 6 month reporting period?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>If yes, furnish the following information:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Name and Address of Foreign Principal(s)</td>
<td></td>
<td>Date Acquired</td>
</tr>
</tbody>
</table>

9. In addition to those named in Items 7 and 8, if any, list foreign principal(s) whom you continued to represent during the 6 month reporting period:

Khayal Sharif-zadeh

10. (a) Have you filed exhibits for the newly acquired foreign principal(s), if any, listed in Item 8?
    
    Exhibit A† Yes □ No □
    Exhibit B‡ Yes □ No □
    
    If no, please attach the required exhibit.

(b) Have there been any changes in the Exhibits A and B previously filed for any foreign principal whom you represented during this six month period? Yes □ No □

If yes, have you filed an amendment to these exhibits? Yes □ No □

If no, please attach the required amendment.

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2 The term “foreign principal” includes, in addition to those defined in section 1(b) of the Act, an individual organization any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized, in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual. (See Rule 100(a)(9)). A registrant who represents more than one foreign principal is required to list in the statements he files under the Act only those principals for whom he is not entitled to claim exemption under Section 3 of the Act. (See Rule 208.)

3 The Exhibit A, which is filed on Form NSD-3 (Formerly CRM-157), sets forth the information required to be disclosed concerning each foreign principal.

4 The Exhibit B, which is filed on Form NSD-4 (Formerly CRM-155) sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.
III - ACTIVITIES

11. During this 6 month reporting period, have you engaged in any activities for or rendered any services to any foreign principal named in Items 7, 8, or 9 of this statement? Yes ☐ No ☐

If yes, identify each foreign principal and describe in full detail your activities and services:
Azerbaijan America Alliance Corporation, under the direction of its Director, Mr. Khayal Sarif-zadeh, engaged in activities during the 6 month reporting period to promote research and advocacy about the Azeri people and provide information about Azerbaijan and its culture to help build a stronger US-Azerbaijan relationship.

12. During this 6 month reporting period, have you on behalf of any foreign principal engaged in political activity as defined below? Yes ☐ No ☐

If yes, identify each such foreign principal and describe in full detail all such political activity, indicating, among other things, the relations, interests and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored or delivered speeches, lectures or radio and TV broadcasts, give details as to dates, places of delivery, names of speakers and subject matter.

13. In addition to the above described activities, if any, have you engaged in activity on your own behalf which benefits your foreign principal(s)? Yes ☐ No ☐

If yes, describe fully.

5 The term "political activity" means any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting or changing the domestic or foreign policies of the United States or with reference to political or public interests, policies, or relations of a government of a foreign country or a foreign political party.
**IV - FINANCIAL INFORMATION**

14. (a) **RECEIPTS-MONIES**

During this 6 month reporting period, have you received from any foreign principal named in Items 7, 8, or 9 of this statement, or from any other source, for or in the interests of any such foreign principal, any contributions, income or money either as compensation or otherwise?

- Yes ☐
- No ☐

If no, explain why.

If yes, set forth below in the required detail and separately for each foreign principal an account of such monies.⁶

<table>
<thead>
<tr>
<th>Date</th>
<th>From Whom</th>
<th>Purpose</th>
<th>Amount</th>
</tr>
</thead>
</table>

Please see attachment #1

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6. Total

⁶ A registrant is required to file an Exhibit D if he collects or receives contributions, loans, monies, or other things of value for a foreign principal, as part of a fundraising campaign. (See Rule 201(e)).

8 An Exhibit D, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal.

9 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks," and the like.
15. (a) DISBURSEMENTS-MONIES
   During this 6 month reporting period, have you
   (1) disbursed or expended monies in connection with activity on behalf of any foreign principal named in Items 7, 8, or
       9 of this statement?  Yes ☐    No ☐
   (2) transmitted monies to any such foreign principal?  Yes ☐    No ☐
   If no, explain in full detail why there were no disbursements made on behalf of any foreign principal.

   If yes, set forth below in the required detail and separately for each foreign principal an account of such monies, including
   monies transmitted, if any, to each foreign principal.

   Date       To Whom       Purpose       Amount
   Please see
   Attachment #2
(b) DISBURSEMENTS-THINGS OF VALUE
During this 6 month reporting period, have you disposed of anything of value\textsuperscript{10} other than money in furtherance of or in connection with activities on behalf of any foreign principal named in Items 7, 8, or 9 of this statement?

Yes ☐ No ☐

If yes, furnish the following information:

<table>
<thead>
<tr>
<th>Date</th>
<th>Recipient</th>
<th>Foreign Principal</th>
<th>Thing of Value</th>
<th>Purpose</th>
</tr>
</thead>
</table>

\textsuperscript{10} Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks" and the like.

(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS
During this 6 month reporting period, have you from your own funds and on your own behalf either directly or through any other person, made any contributions of money or other things of value\textsuperscript{11} in connection with an election to any political office, or in connection with any primary election, convention, or caucus held to select candidates for political office?

Yes ☐ No ☐

If yes, furnish the following information:

<table>
<thead>
<tr>
<th>Date</th>
<th>Amount or Thing of Value</th>
<th>Political Organization or Candidate</th>
<th>Location of Event</th>
</tr>
</thead>
</table>
V - INFORMATIONAL MATERIALS

16. (a) During this 6 month reporting period, did you prepare, disseminate or cause to be disseminated any informational materials? Yes □ No □
   If Yes, go to Item 17.
   (b) If you answered No to Item 16(a), do you disseminate any material in connection with your registration? Yes □ No □
   If Yes, please forward the materials disseminated during the six month period to the Registration Unit for review.

17. Identify each such foreign principal.

18. During this 6 month reporting period, has any foreign principal established a budget or allocated a specified sum of money to finance your activities in preparing or disseminating informational materials? Yes □ No □
   If yes, identify each such foreign principal, specify amount, and indicate for what period of time.

19. During this 6 month reporting period, did your activities in preparing, disseminating or causing the dissemination of informational materials include the use of any of the following:
   - Radio or TV broadcasts □
   - Advertising campaigns □
   - Other (specify) □
   - Electronic Communications
     - Email □
     - Website URL(s): www.azerbaijanamericaalliance.org □
     - Social media websites URL(s): http://www.facebook.com/pages/Azerbaijan-America-Alliance/296931403654112 □
     - Other (specify) Twitter - https://twitter.com/AzAmAll □

20. During this 6 month reporting period, did you disseminate or cause to be disseminated informational materials among any of the following groups:
   - Public officials □
   - Legislators □
   - Government agencies □
   - Other (specify) □

21. What language was used in the informational materials:
   - English □
   - Other (specify) □

22. Did you file with the Registration Unit, U.S. Department of Justice a copy of each item of such informational materials disseminated or caused to be disseminated during this 6 month reporting period? Yes □ No □

23. Did you label each item of such informational materials with the statement required by Section 4(b) of the Act? Yes □ No □

12 The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including data published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce, or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.
VI - EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature) (Print or type name under each signature or provide electronic signature)

__________________________

Khayal Sharif Sada
Azerbaijan America Alliance
Registration #6046
Reporting Period: July 1, 2012 to December 31, 2012

Attachment #1

14. (a) During the last 6 month reporting period, have you received from any foreign principal named in items 7, 8, and 9 of this statement, or from any other source, for or in the interests of a such foreign principal, any contributions, income or money either as compensation or otherwise?

Yes.

<table>
<thead>
<tr>
<th>Date</th>
<th>From Whom</th>
<th>Purpose</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>August 14, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$50,000</td>
</tr>
<tr>
<td>August 17, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$58,000</td>
</tr>
<tr>
<td>August 28, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$100,000</td>
</tr>
<tr>
<td>September 11, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$29,985</td>
</tr>
<tr>
<td>September 24, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$300,000</td>
</tr>
<tr>
<td>September 26, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$300,000</td>
</tr>
<tr>
<td>September 30, 2012</td>
<td>Zqah Holding</td>
<td>Other Expenses</td>
<td>$200,000</td>
</tr>
<tr>
<td>November 6, 2012</td>
<td>Zqah Holding</td>
<td>Other Expenses</td>
<td>$100,000</td>
</tr>
<tr>
<td>November 13, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$220,000</td>
</tr>
<tr>
<td>December 10, 2012</td>
<td>Bank of Azerbaijan</td>
<td>Compensation for consulting services rendered.</td>
<td>$600,000</td>
</tr>
</tbody>
</table>

Azerbaijan America Alliance Total $1,957,985.
Azerbaijan America Alliance  
Registration #6046  
Reporting Period: July 1, 2012 to December 31, 2012

Attachment #2

15. (a) For expenses incurred by Azerbaijan America Alliance from July 1, 2012 to December 31, 2012

AZERBAIJAN AMERICA ALLIANCE

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Consultant Fees: Fabiani &amp; Company</td>
<td>$1,433,821.60</td>
</tr>
<tr>
<td>1101 Pennsylvania Ave NW</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20004</td>
<td></td>
</tr>
<tr>
<td>Consulting Fees: Gibraltar Associates</td>
<td>$ 5,000.00</td>
</tr>
<tr>
<td>555 13 th St., NW; Suite 400 East</td>
<td></td>
</tr>
<tr>
<td>Washington, DC 20004</td>
<td></td>
</tr>
<tr>
<td>Entertainment (Gala)**</td>
<td>$ 430,064.30</td>
</tr>
<tr>
<td>Hotel</td>
<td>$ 21,777.93</td>
</tr>
<tr>
<td>Transportation</td>
<td>$ 2,300.00</td>
</tr>
<tr>
<td>Other Expenses</td>
<td>$ 75,019.65</td>
</tr>
<tr>
<td>Filing Fees</td>
<td>$ 305.00</td>
</tr>
<tr>
<td>Total Expenses</td>
<td>$1,968,288.40</td>
</tr>
</tbody>
</table>

**The following covered officials attended the Gala:**  
Speaker John Boehner (R-OH)  
Sen. Richard Burr (R-NC)  
Sen. Saxby Chambliss (R-GA)  
Sen. Tom Coburn (R-OK)  
Rep. Robert Aderholt (R-AL)  
Rep. Lou Barletta (R-PA)  
Rep. Corrine Brown (R-FL)  
Rep. Dan Burton (R-IN)  
Rep. Virginia Foxx (R-NC)  
Rep. Michael Grimm (R-NY)  
Rep. Ruben Hinojosa (D-TX)  
Rep. Randy Hultgren (R-IL)  
Rep. Bill Johnson (R-OH)  
Rep. Tim Ryan (D-OH)  
Rep. Bill Shuster (R-PA)  
Rep. Joe Wilson (R-SC)