FORM D



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

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION C SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

OMB Number:

3235-0076 May 31, 2005

Expires: Estimated average burden

hours per response.....1

SEC USE ONLY Prelix Serial					
Prefix Serial					
DATE RECEIVED					

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Baron Capital Partners, L.P.
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE
Type of Filing: New Filing Amendment
A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Name of Issuer (check if this is an amendment and name has changed, and indicate change.
Baron Capital Partners, L.P.
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
The state of the s
767 Fifth Avenue, 49 th Floor, New York, New York 10153 212-583-2000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
Brief Description of Business
Investment partnership in private securities
Type of Business Organization PROCESSE
☐ corporation ☐ limited partnership, already formed ☐ other (please specify):
business trust limited partnership, to be formed ANY 21 2003
MONTH YEAR
Actual or Estimated Date of Incorporation or Organization: 0 1 9 2 Actual Estimated THOMSON
Jurisdiction of Incorporation or Organization: (Enter two- letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) D E
General Instructions

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filling must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
 - Each general and managing partnership of partnership issuers.

	· · · · · · · · · · · · · · · · · · ·		
Check Box(es) that Apply: Promoter Ber	neficial Owner	ve Officer Director	General and/or Managing Partner
			Managing Farmer
Full Name (Last name first, if individual)			
Baron Capital Management, Inc.			
	eet, City, State, Zip Code)		
767 Fifth Avenue, 49 th Floor	New York	NY	10153
	neficial Owner 🛛 Executiv		☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐
			Managing Partner
Full Name (Last name first, if individual)			
Baron, Ronald Business or Residence Address (Number and Stre	eet, City, State, Zip Code)		
Business of Residence Address (Number and Stre	set, City, State, Zip Code)		
767 Fifth Avenue 49 th Floor	New York	NY	10153
Check Box(es) that Apply: Promoter Ber	neficial Owner Executive	ve Officer Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			
Martinson, Linda S.			
Business or Residence Address (Number and Stre	eet, City, State, Zip Code)		
767 Fifth Avenue 49 th Floor	New York	NY	10153
	neficial Owner 🛛 Executiv		☐ General and/or
			Managing Partner
Full Name (Last name first, if individual)			
Schaja, Morty			
	eet, City, State, Zip Code)		
	•		
767 Fifth Avenue 49 th Floor Check Box(es) that Apply: Promoter Ber	New York neficial Owner ⊠ Executiv	ve Officer ⊠ Director	10153 General and/or
Check Box(es) that Apply.	nendar Owner 🔼 Executiv	ve Officer 🔼 Director	Managing Partner
Full Name (Last name first, if individual)			, , , , , , , , , , , , , , , , , , ,
, , , ,			
Robbins, Susan_	01.01.0		
Business or Residence Address (Number and Stre	eet, City, State, Zip Code)		
767 Fifth Avenue	New York	NY	10153
Check Box(es) that Apply: Promoter Ber	neficial Owner 🗵 Executiv	ve Officer Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			
Wong, Peggy			
Business or Residence Address (Number and Stre	eet, City, State, Zip Code)		
767 Fifth Avenue, 49 th Floor	New York	NY	10153

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
1. Has t	he issuer s	old, or doe				n-accredite , Column 2					Yes . 🔲	No
			stment that			any indivi	dual?		• • • • • • • • •		\$ <u>250,00</u>	<u>00</u>
3. Does	s the offerin	ng permit jo	oint owners	hip of a sir	igle unit? .				• • • • • • • • •		Yes ⊠	No
comr offeri and/o asso	mission or s ing. If a pe or with a st	similar rem rson to be tate or stat sons of suc	nuneration f listed is an es, list the ch a broker	or solicitat associate name of th	on of purc d person o e broker o	hases in co r agent of a r dealer. If	onnection was broker or more than	vith sal dealer five (5	es of securi registered) persons to	indirectly, any ties in the with the SEC be listed are dealer only.		
Busines	s or Reside	ence Addre	ess (Numbe	er and Stre	et, City, S	State, Zip C	ode)					
Name of	f Associate	d Broker c	or Dealer									
States in	n Which Pe	rson Liste	d Has Solid	ited or Inte	nds to Sol	icit Purcha	sers					
	(Check "A	ll States" o	or check ind	dividual Sta	ites)						☐ All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC] [MA] [ND] [WA]	[FI] [[MI] [[OH] [[WY] [] [MN] [[HI]	[ID]
Full Nan	ne (Last na	me first, if	individual)									
Busines	s or Reside	ence Addre	ess (Numbe	er and Stre	et. Citv. S	State, Zip C	ode)					
			(,,	,,-	,					
Name of	f Associate	d Broker o	r Dealer						· · · · · · · · · · · · · · · · · · ·	,		
States in			d Has Solic								·	
	(Check "A	ll States" o	or check inc	dividual Sta	ite <u>s)</u>	• • • • • • • •		• • • • •			☐ All S	States
[AL] [IL] [MT] [RI] Full Nan	[AK]	[AZ]	[AR] [KS] [NH] [TN] individual)	[CA]	[CO]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FI] [[MI] [[OH] [[WV] [[HI]	[ID]
	`	,	,									
Busines	s or Reside	ence Addre	ess (Numbe	er and Stre	et, City,S	state, Zip C	ode)					
Name of	f Associate	d Broker o	r Dealer				,					
States in			d Has Solic or check inc									States
[AL]	[AK] 🔲	[AZ] [IA]	[AR] 🔲	[CA] _	[CO]	[CT]	[DE]	[DC]] [GA] 🗖	[HI]	[ID] 🔲
[IL]	[IX]	[IA]	[KS] [NH] [TN]	[KY]	[LA]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[Mi] [[OH] [[WV] [[MN]	[MS]	[MO]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
Common Preferred	•	·
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$ <u>100,000,000</u>	\$ <u>61,325,294.90</u>
Other (Specify)	\$	\$
Total	\$100,000,000	\$ <u>61,325,294.90</u>
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>59</u>	\$ <u>61,325,294.90</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
Total (for filing under Rule 504 only)	<u>0</u>	\$ <u>0</u>
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>0</u>	\$ <u>0</u>
Regulation A	<u>0</u>	\$ <u>0</u>
Rule 504	<u>0</u>	\$ <u>0</u>
Total	<u>0</u>	\$ <u>0</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees		\$ <u>0</u>
Printing and Engraving Costs		\$ <u>0</u>
Legal Fees		\$ <u>0</u>
Accounting Fees		\$ <u>0</u>
Engineering Fees		\$ <u>0</u>
Sales Commissions (specify finders' fees separately)	🗆	\$ <u>0</u>
Other Expenses (identify)		\$ <u>0</u>
Total	П	\$0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND U	JSE OF	PROCEEDS		
Q	uestion 1 and total expenses furnished	in response to Part C - Question 4.a. This differen			\$ <u>24,750,000</u>	
fo ch	each of the purposes shown. If the amo	ount for any purpose is not known, furnish an estimate ne total of the payments listed must equal the adjusted	and			
•			□ \$	Officers, Directors, & Affiliates	Payments To Others	
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above. Payments to Officers, Directors, & Affiliates Salaries and fees. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness. Working capital. Other (specify): All funds will be used to purchase securities \$24,750.000		☐ \$ <u> </u>				
	Construction or leasing of plant bu	Idings and facilities	□ \$ <u>_</u>		\$	
	offering that may be used in excha	nge for the assets or securities of another	□ \$ <u>_</u>		\$	
	Repayment of indebtedness		□ \$_		 \$	
	Working capital		□ \$_		\$	
	Other (specify): All funds will be	used to purchase securities	□ \$ <u>2</u>	4,750,000	\$	
			- \$_		\$	
	Column Totals		□ \$_		\$	
	Total Payments Listed (column total	als added)		\$24,750,0	000	
		D. FEDERAL SIGNATURE	Ng di		1. (1. (1. (1. (1. (1. (1. (1. (1. (1. (
follov	ring signature constitutes an undertakir	ng by the işsuer t∕o fyrnish to∖the U.S. Securities and	l Exchar	nge Commissio	n, upon written	
				9 2003		_
		Title of Signer (Print or Type)				_
Linda	S. Martinson	General Counsel				_
	•					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGN	NATURE		
Is any party described in 17 CFR 230.25 of such rule?	i2(c), (d), (e) or (f) presently	subject to any disqualification provisions	Yes	No ⊠
	See Appendix, Column 5,	for state response.		
The undersigned issuer hereby undertal Form D (17 CFR 239.500) at such times		ministrator of any state in which this notice	is filed, a	notice on
The undersigned issuer hereby undertaktissuer to offerees.	es to furnish to the state adr	ninistrators, upon written request, informati	on furnish	ned by the
 The undersigned issuer represents that Limited Offering Exemption (ULOE) of t of this exemption has the burden of esta 	he state in which this notice i	s filed and understands that the issuer clair		
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true a	and has duly caused this notice to be signed	d on its be	half by the
Issuer (Print or Type)	Signature	Date MAY 0 9 2003	,	
Baron Capital Partners, L.P.	1 THE 1 THE 1		}	
Name (Print or Type)	Title (Print or Type)			
Linda S. Martinson	General Counsel	\		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

. 1	2	2	3			4		Disqua	5 lification
6	Intend to non-ac investors (Part B	credited in State	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
	(=		Limited Partnership Interests	Number of Accredited		Number of Non- Accredited			
State	Yes	No	\$25 Million	Investors	Amount	Investors	Amount	Yes	No
AL									
AK		ļ							
AZ									
AR									
CA		х		5	3,847,377.00				
со									
СТ		х		3	2,636,697.59				
DE									
DC									
FL		х		7	7,750,000.00				
GA							-		
НІ									
ID									
IL		х		1	500,000.00		makkalan manan s		
IN									
IA									
KS									
KY									
LA									
ME									
MD		Х		9	15,758,164.00				
МА							Lance to the control of the state of the sta		
МІ									
MN		Х		1	1,000,000.00				
MS									
МО					7 of 8				

APPENDIX 2 3 Disqualification Type of Security under State ULOE Intend to sell and aggregate (if yes, attach Type of investor and amount purchased in State to non-accredited offering price explanation of waiver granted) (Part E-Item 1) investors in State offered in state (Part C-Item 2) (Part B-Item1) (Part C-Item 1) Number of Non-Limited Partnership Number of Accredited Accredited Interests Yes No \$25 Million Investors Amount Investors Amount Yes No State ΜT ΝE 1,150,000.00 NVХ 2 NH NJ Χ 6 2,560,000.00 NM Х 1 825,000.00 NY Χ 19 18,698,056.31 NC ND ОН OK OR PΑ 350,000.00 RΙ SC SD ΤN TΧ Х 3 5,000,000.00 UT VT VΑ 1,000,000.00 1 WA 250,000.00 1 WV WI WY PR