FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

APROL MEE E

FORM Q MAR 2 8 2005

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION DESCRIPTION (6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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E hours per response1							
SEC USE	ONLY						
Prefix	Serial						
DATE RECEIVED							

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sale of Limited Partnership Interests of NORTHGATE PRIVATE EQUITY PARTNERS II-B, L.P.	1315666
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) NORTHGATE PRIVATE EQUITY PARTNERS II-B, L.P.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 649 San Ramon Valley Boulevard, Danville, CA 94526	Telephone Number (Including Area Code) 925-820-9970
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same	Telephone Number (Including Area Code) Same
Brief Description of Business Private Equity Investments	
Type of Business Organization corporation limited partnership, already formed limited partnership, to be formed other	(please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated ate:

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 seq. 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 filing 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.

State:

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 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	A. BASIC ID	ENTI	FICATION DATA				
 Enter the information requested for the Each promoter of the issuer, if the is Each beneficial owner having the po Each executive officer and director of Each general and managing partner 	suer has bee ower to vote of corporate	or dispose, or direct the issuers and of corporat	vote	or disposition of, 10%				
Check Box(es) that Apply: Promot	er 🔲	Beneficial Owner		Executive Officer		Director	\boxtimes	General and/or Managing Partner
Full Name (Last name first, if individual)	*******							
NC II, L.L.C.								
Business or Residence Address (Number and		· · · · · · · · · · · · · · · · · · ·						
649 San Ramon Valley Boulevard, Danvill	le, CA 9452	26						
Check Box(es) that Apply: Promot	er 🗌	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)								
Harris, Mark								
Business or Residence Address (Number and	d Street, Cit	y, State, Zip Code)						
649 San Ramon Valley Boulevard, Danvil	le, CA 945	26						
Check Box(es) that Apply:	er 🔲	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)								
Jones, Brent							•	
Business or Residence Address (Number and		•						
649 San Ramon Valley Boulevard, Danvil	le, CA 945	26						
Check Box(es) that Apply: Promot	er 🔲	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)	•							
Stone, Jared				10771741				
Business or Residence Address (Number and 649 San Ramon Valley Boulevard, Danvil								
				T		Dianton		Cananalandlan
Check Box(es) that Apply:	er 📋	Beneficial Owner	ш	Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)								
Vardell, Thomas			····			·		
Business or Residence Address (Number and	d Street, Cit	y, State, Zip Code)						
649 San Ramon Valley Boulevard, Danvil	le, CA 945	26						
Check Box(es) that Apply: Promot	er 🔲	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)								
Kjajeh-Hosseiny, Dr. Hosein						4-174-1-1		
Business or Residence Address (Number and	d Street, Cit	y, State, Zip Code)						
1 Jermyn Street, London SW1Y 4UH, UK	<u> </u>							
Check Box(es) that Apply: Promot	er 🛚	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, if individual)								
Carleton College							•	
Business or Residence Address (Number and	d Street, Cit	y, State, Zip Code)						
One North College Street, Northfield, MN						· · ·		
(Uso	e blank shee	t, or copy and use ad	dition	al copies of this shee	t, as n	ecessary)		

				В.	INFOR	MATION A	ABOUT OF	FERING				
1 11-	a the insues sold	an door the in	augustatond t	a gall to man	a accordited	investors in t	hia offoring?				Yes	No ⊠
1. Has	. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								23			
2. Wh	· · · · · · · · · · · · · · · · · · ·							\$	N/A			
								Yes	No			
	es the offering p ter the informatio										\boxtimes	
ren	nuneration for so	licitation of p	urchasers in o	onnection w	ith sales of s	ecurities in th	e offering. I	f a person to b	e listed is ar	associated		
•	rson or agent of a n five (5) person		_									
dea	aler only.											
Full Nan	ne (Last name fii	st, if individu	ial)									
Business	or Residence A	ddress (Numl	per and Street	t, City, State	, Zip Code)							
	·-		·					1712				
Name of	Associated Broi	ker or Dealer										
States in	Which Person L	isted Has So	icited or Inte	nds to Solic	it Purchasers	,				_	_	<u> </u>
(Chec	k "All States" or	check indivi	duals States)	•••••							□ A	Il States
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Full Nan	ne (Last name fir	rst, if individu	ıal)									
Business	or Residence A	ddress (Numl	per and Stree	t, City, State	, Zip Code)	- 4						
Name of	Associated Bro	ker or Dealer										
States in	Which Person I	isted Has So	licited or Inte	nds to Solic	it Purchasers							···
(Chec	ck "All States" or	check indivi	duals States)								□ A	ll States
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
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[RI]		[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nan	me (Last name fi	rst, if individ	ıal)									
Business	s or Residence A	ddress (Num'	ber and Stree	t, City, State	, Zip Code)							
		· · · · · · · · · · · · · · · · · · ·										
Name of	f Associated Bro	ker or Dealer										
States in	Which Person I	isted Has So	licited or Inte	ends to Solic	it Purchasers							
(Chec	ck "All States" or	check indivi	duals States)							.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	□ A	Il States
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[MT	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
			(Use I	alank sheet	or conv and i	ise additiona	I copies of th	nis sheet, as n	ecessary)		 	

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS		
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 \(\square\) 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	\$ 75,000,000	\$_41,700,000	
	Other (Specify)	\$	\$	
	Total	\$_75,000,000	\$_41,700,000	
	Answer also in Appendix, Column 3, if filing under ULOE.			
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 Investors	Aggregate Dollar Amount of Purchase	
	Accredited investors	78	\$_41,700,000	
	Non-accredited Investors	0	\$0	
	Total (for filings under Rule 504 only)	·	\$	
	Answer also in Appendix, Column 4, if filing under ULOE.			
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	·	\$	
	Regulation A		\$	
	Rule 504		\$	
	Total		\$	
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		\$	
	Printing and Engraving Costs		\$	
	Legal Fees	\boxtimes	\$140,000	
	Accounting Fees		\$	
	Engineering Fees		\$	
	Sales Commissions (specify finders' fees separately)		\$	
	Other Expenses (identify)		\$	
	Total	<u></u>	\$140,000	

5.	b. Enter the difference between the aggregate offe total expenses furnished in response to Part C - Qu proceeds to the issuer."		\$_74,860,000			
<i>J</i> .	the purposes shown. If the amount for any purpose	is not known, furnish an estimate and check the box to the distributed must equal the adjusted gross proceeds to the issuer s	he			
			Payments to Officers, Directors & Affiliates	Payments To Others		
	Salaries and fees		\$ 7,800,000	\$		
	Purchase of real estate		S	\$		
	Purchase, rental or leasing and installation of mac	hinery and equipment	□ \$	\$		
	Construction or leasing of plant buildings and fac	ilities	□ s	\$		
	Acquisition of other businesses (including the valused in exchange for the assets or securities of an	ue of securities involved in this offering that may be other issuer pursuant to a merger)	\$	□ s		
	Repayment of indebtedness		s	□ \$		
	Working capital		□ s	⊠ \$ <u>67,060,000</u>		
	Other (specify):		□ s	 \$		
	Column Totals		∑ \$ <u>7,800,000</u>	 \$67,060,000		
	Total Payments Listed (column totals added)	⊠ \$ <u>74,86</u>	00,000		
		D. FEDERAL SIGNATURE				
unc		ndersigned duly authorized person. If this notice is filed up d Exchange Commission, upon written request of its staff, 12.				
			ate			
	rthgate Private Equity Partners II-B, L.P. me of Signer (Print or Type)	Title of Signer (Print or Type)	arch 18, 2005			
	i e	Managing Member of the General Partner, NC II, L.L.C	<u>.</u>			
-111	Anta varden	valuaging incliner of the General Parties, ive it, E.E.C.				
		ATTENTION				
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