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

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,

OMB APPROVAL

OMB Number: 3235-0076
Expires: April 30, 2008

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Estimated average burden
hours per response16.00

	SEC USE	ONLY
Prefix		Serial
	DATE REC	CEIVED
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Name of Offering (check if this is an amend	lment and name has cha	anged, and indicate	change.)			1
Crestview Holdings (TE), L.P.						
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 50	6	ction 4(6)	ULOE
Type of Filing: New Filing	Amendment					
	A. BASIG	DIDENTIFICATION	IDATA			
 Enter the information requested about the is 	ssuer					
Name of Issuer (☐ check if this is an ame Crestview Holdings (TE), L.P.	endment and name has	changed, and indic	ate change.)			:
Address of Executive Offices	(Number and Street,	City, State, Zip Coo	de)	Telephone Nu	mber (Includi	ng Area Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street,	City, State, Zip Coo	de)	Telephone Nu	mber (Includi	ng Area Code)
Brief Description of Business		IH:	01/3-24 7-0 5000) B	0	5063085
Type of Business Organization		PIR	Wichii			į.
corporation	☐ limited partnership		-40	other (pleas	se specify);	
business trust	☐ limited partnership	o, to be formed			. ,,	
Actual or Estimated Date of Incorporation or O Jurisdiction of Incorporation or Organization:	rganization: (Enter two-letter U.S.	Month Postal Service abb	Year previation for St	☐ Actual	[☐ Estimated
•	CN for Canada; FN fo	or other foreign juri	sdiction)			

SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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 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 in 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.

SEC 1972 (05-05) Persons who 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 IDENTIF	ICATION DATA		
Enter the information reque	ested for the following:				,
 Each promoter of the 	issuer, if the issuer has bee	en organized within the past five	years;		2 2
 Each beneficial owne 	r having the power to vote o	or dispose, or direct the vote or	disposition of, 10% or more of	f a class of equity securiti	es of the issuer;
 Each executive office 	r and director of corporate is	ssuers and of corporate genera	I and managing partners of pa	artnership issuers; and	
 Each general and ma 	naging partner of partnershi	ip issuers.			
Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	⊠ General and/or Managing Partner
Full Name (Last name first, if	individual)				1
Crestview Partners, L.P., as	general partner				
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)			
667 Madison Avenue, 10th F	loor, New York, NY 1002	21			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Crestview, L.L.C., as general	l partner of Crestview Pa	irtners , L.P.			
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)			
667 Madison Avenue, 10th F	loor, New York, NY 1002	21			1
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Volpert, Barry	•				
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)	·····		
c/o Crestview, L.L.C., 667 Ma	,	• • • • •			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)			·	
Murphy, Thomas					1
Business or Residence Addr	ess (Number and Street,	City, State, Zip Code)			
c/o Crestview, L.L.C., 667 Ma	•				1
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	findividual)				
Keith, Wing					'
Business or Residence Addr	ess (Number and Street,	, City, State, Zip Code)			
c/o Crestview, L.L.C., 667 Ma	adison Avenue, 10th Flo	or, New York, NY 10021			Í
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	findividual)				
Crestview Capital Partners (ΓΕ), L.P.				1
Business or Residence Addre	ess (Number and Street,	City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·
c/o Crestview, L.L.C., 667 Ma	adison Avenue, 10 th Floo	or, New York, NY 10021			i !
	(Use blank she	eet, or copy and use additio	nal copies of this sheet, as	s necessary.)	

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. Aggregate Amount Offering Price Type of Security Already Sold Debt Equity ☐ Preferred ☐ Common Convertible Securities (including warrants) Partnership Interests.... \$59.980.000.00 \$59,980,000.00 Other (Specify \$59,980,000.00 \$59,980,000.00 Total Answer also in Appendix, Column 3, if filing under ULOE. 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." Aggregate Number Dollar Amount Investors of Purchases \$59,980,000.00 Accredited Investors \$0 Non-accredited Investors Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. If this filling 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 Dollar Amount Sold Type of offering Security Rule 505..... Regulation A..... Rule 504..... Total 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. Accounting Fees. Engineering Fees Sales Commissions (specify finders' fees separately). Other Expenses (identify) Total

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

	C. OFFERING PF	RICE, NUMBER OF INVESTORS, EXPENSES .		JOE OF FRUCEEDS		
	Question 1 and total expenses in respons	gate offering price given in response to Part C e to Part C – Question 4.a. This difference is	***************************************	The property of the party of th	\$50	.980.000.00
tne	e "adjusted gross proceeds to the issuer				909	,960,000.00
to fui lis	be used for each of the purposes shown. nish an estimate and check the box to the	ross proceeds to the issuer used or proposed If the amount for any purpose is not known, left of the estimate. The total of the payments is to the issuer set forth in response to Part C				
	•			Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installat	on of machinery and equipment		\$		\$;
		s and facilities		\$		\$
	Acquisition of other businesses (including					
				\$		\$
				\$		\$
	Working capital			\$		\$
	Other (specify): Private equity and eq	uity-related investments		\$	\boxtimes	\$59,980,000.00
				\$		\$
	Column Totals	ded)	_	\$ \$ \times \$59,98	□ ⊠ 30,000	\$59,980,000.00 00
he iss	Column Totals			\$ \$59,98	30,000	00
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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)