UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



FORM D
NOTICE OF SALE OF SECURITIES ECEIVED
PURSUANT TO REGULATION D,

PURSUANT TO REGULATION D,
SECTION 4(6), AND OR TO THE SECTION 4(6), AND OR TO THE SECOND SECTION SECTI

	OMB APPROVAL								
		3235-0076 April 30, 2008 rage burden							
	hours per form 16								
	SEC USE ONLY								
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》	> I								
	DAT	E RECEIVED							

Name of Offering	(check if this is an ame	endment and name	has changed, and ir	ndicate change.)	12	15016
Issuance of Member	rship Interests of K2 Sum	mit Partners, LLC			()	9716
Filing Under (Check t	pox(es) that apply):	☐ Rule 504	☐ Rule 505	□ Rule 506	☐ Section 4(6)	ULOE
Type of Filing:	☐ New Filing					;
		A. BASI	C IDENTIFICAT	ION DATA		
1. Enter the inform	ation requested about the i	ssuer				
Name of Issuer	check if this is an ame	ndment and name	has changed, and in-	dicate change.		
K2 Summit Partners	, LLC					
Address of Executive	Offices:		(Number and Stree	et, City, State, Zip Co	ode) Telephone	Number (Including Area Code)
c/o K2 Advisors, L.L	C., 300 Atlantic Street, 1	2 th Floor, Stamford	l, Connecticut 0690	1		(203)348.5252
Address of Principal (Offices		(Number and Stree	et, City, State, Zip Co	ode) Telephone	Number (Including Area Code)
(if different from Exec	utive Offices)					/ PROCESSED
Brief Description of B	usiness: Private Inve	stment Company				OCT 26 2005
Type of Business Org	janization				4	970 1670 N 340 A
	corporation	☐ limited	partnership, already	formed	other (please	specify) THOMSOM FINANCIAL
	business trust	☐ limited	partnership, to be for	med	Limited Liability C	company
			Month	Yea	ır	
Actual or Estimated D	Date of Incorporation or Org	anization:	0 4	0	4 🛛 🖾 A	ctual
Jurisdiction of Incorpo	oration or Organization: (E	nter two-letter U.S.	Postal Service Abbre	eviation for State;		
		С	N for Canada; FN fo	r other foreign jurisd	liction)	DE

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.

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 II	DENTIFICATION DAT	A	
 Each beneficial own Each executive office 	ne issuer, if the is ner having the po cer and director o	suer has been organized wi	rect the vote or disposition	of, 10% or more of ging partners of pa	a class of equity securities of the issuer; intnership issuers; and
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	⊠ Manager
Full Name (Last name first,	if individual): K	2 Advisors, L.L.C.		·	
Business or Residence Add	ress (Number an	d Street, City, State, Zip Coo	de): 300 Atlantic Street, 1	2 th Floor, Stamfor	rd, Connecticut 06901
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Douglass III, William A.			
Business or Residence Add	ress (Number an	d Street, City, State, Zip Coo	de): c/o K2 Advisors, L.L.0 300 Atlantic Street, 12		Composticut 00004
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer		
Check Box(es) that Apply.		Denencial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Saunders, David C.			
Business or Residence Add	ress (Number an	d Street, City, State, Zip Coo			0
Chaels Bay(as) that Apply:	☐ Promoter	□ Panaficial Owner	300 Atlantic Street, 12 th		
Check Box(es) that Apply:		☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual):	Christie, Stephanie			
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod	le): c/o K2 Advisors, L.L.C 300 Atlantic Street, 12		Commentions OCODS
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	f individual):	New Mexico State Inv	vestment Council		
Business or Residence Add	ress (Number and	d Street, City, State, Zip Cod	le): 2055 South Pacheco S	Street, Santa Fe, I	New Mexico 87505
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual): K	ern County Employees' Re	etirement Association		•
Business or Residence Add	ress (Number and	d Street, City, State, Zip Cod	e): 1115 Truxton Avenue,	Bakersfield Calif	ornia
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	e		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):		MATTER TO THE PARTY OF THE PART		·
Business or Residence Addi	ress (Number and	Street, City, State, Zip Cod	e		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner

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

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•													
1. Has	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									☐ Yes ☑ No			
2. Wha	What is the minimum investment that will be accepted from any individual?									\$1,000,000* * May be waived			
3. Doe	Does the offering permit joint ownership of a single unit?										□No		
any offe and	commission ring. If a p or with a s	mation recon or similerson to to state or state or states of s	ar remune be listed is ates, list th	ration for an associ e name o	solicitation ated perso f the broke	of purcha on or agen r or deale	sers in cor t of a broke r. If more t	nection wer or deale than five (5	ith sales o r registere o) persons	f securities d with the to be liste	s in the SEC d are		
Full Nam	ie (Last na	me first, if	individual)									
Business	or Reside	ence Addre	ess (Numb	er and Str	eet, City,	State, Zip	Code)						
Name of	Associate	d Broker o	or Dealer										
		rson Liste ates" or cl											☐ All States
☐ [AL]	[AK]	[AZ]	☐ [AR]	☐ [CA]	☐ [CO]				□ [FL]	☐ [GA]	☐ [HI]		
	□ [IN]	[AI]	☐ [KS]		□ [LA]	☐ [ME]	☐ [MD]	☐ [MA]	[MI]	☐ [MN]	☐ [MS]	☐ [MO]	
[MT]	□ [NE]	[∧N]	□ (NH)	[[n]	☐ [NM]	□ [NY]	☐ [NC]	☐ [ND]			□ [OR]	☐ [PA]	
□ [RI]			[NT]	[XT]	[[עט]		[VA]	[WA]		[WI]		☐ [PR]	
Full Nam	ne (Last na	me first, if	individual) 									
Business	s or Reside	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Name of	Associate	d Broker o	or Dealer			•							
		rson Liste							,,,,,,,,,			, 	☐ All States
□ [AL]	□ [AK]	□ [AZ]	☐ [AR]	☐ [CA]	[CO]		□ [DE]		[FL]	□ [GA]	[HI]		
[IL]	□ [IN]	□ [IA]	□ [KS]	□ [KY]	[LA]	[ME]	☐ [MD]	[AM]	[IM]	□ [MN]		☐ [MO]	
[MT]	□ [NE]	[NN]	☐ [NH]	□ [NJ]	[MM]	☐ [NY]		[ND]	□ [OH]	□ [OK]	□ [OR]	□ [PA]	
☐ [RI]	□ [SC]	[SD]	□ [TN]	□ [TX]			[VA]	[WA]	□ [WV]	□ [WI]	[WY]	☐ [PR]	
Full Nam	ne (Last na	me first, if	individual)									
Busines	s or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (Code)				"		
Name of	Associate	d Broker o	or Dealer										
		erson Liste tates" or ch											☐ All States
□ [AL]	☐ [AK]	[AZ]	[AR]	[CA]	□ [CO]		□ [DE]		□ (FL)	☐ [GA]	[HI]	□ [ID]	
	□ [IN]	[AI]	☐ [KS]	□ [KY]	[LA]	☐ [ME]	☐ [MD]	[MA]	[MI]	☐ [MN]	☐ [MS]	[MO]	
[TM]	□ [NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	□ [OH]	□ [OK]	□ [OR]	□ [PA]	
□ [RI]	[SC]	[SD]	□ [TN]	□ [TX]	[TU]	[VT]	[VA]	□ [WA]		[WI]	[WY]	□ [PR]	

B. INFORMATION ABOUT OFFERING

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

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

1,	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	. <u>\$</u>	0	\$	0
	Equity	. <u>\$</u>	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	. <u>\$</u>	0_	\$	0
	Partnership Interests	. <u>\$</u>	0	\$	0
	Other (Specify) Membership Interests	\$	300,000,000	\$	124,000,000
	Total	\$	300,000,000	\$_	124,000,000
	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."				Aggregate
			Number Investors		Dollar Amount of Purchases
	Accredited Investors.		9	\$	124,000,000
	Non-accredited Investors		n/a	\$	n/a
	Total (for filings under Rule 504 only)		0	\$	0
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		Types of Security		Dollar Amount Sold
	Rule 505		•	\$	n/a
	Regulation A			<u>*</u> \$	
	•	•			n/a
	Rule 504	a,	n/a	\$	n/a
	Total	· —	n/a	\$	n/a
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	•••••	🗖	\$	0
	Printing and Engraving Costs		🗖 į	\$	0
	Legal Fees		🖾	\$	10,000
	Accounting Fees		🗆	\$	0
	Engineering Fees		🗆	\$	0_
	Sales Commissions (specify finders' fees separately)			\$	<u>.</u>
	Other Expenses (identify)		🗆	\$	0
	Total		🖾	\$	10,000

b.Enter the difference between the aggregate offering pr and total expenses furnished in response to Part C–Que gross proceeds to the issuer."	stion 4.a. This difference is the "a	adjusted			<u>\$</u>	299,990,000
Indicate below the amount of the adjusted gross proceed used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in res	any purpose is not known, furnish he total of the payments listed mu	an ist equal	Payme Offic	ers,		Day 444
•			Direct Affilia			Payments to Others
Salaries and fees			\$	00		\$ 0
Purchase of real estate			\$	0		\$ 0
Purchase, rental or leasing and installation of ma	chinery and equipment		\$	0		\$ 0
Construction or leasing of plant buildings and fac Acquisition of other businesses (including the val- offering that may be used in exchange for the ass	ue of securities involved in this		\$	0		\$ 0
pursuant to a merger			\$	0		\$ 0
Repayment of indebtedness			\$	0		\$0
Working capital			\$	0	\boxtimes	\$ 299,990,000
Other (specify):			\$	0		\$ 0
	· · · · · · · · · · · · · · · · · · ·		\$	0		\$ 0
Column Totals			\$	0	\boxtimes	\$ 299,990,000
Total payments Listed (column totals added)			۵	₫ <u>\$ 2</u>	99,99	0,000
	D. FEDERAL SIGNATUR	RE				
This issuer has duly caused this notice to be signed by the usonstitutes an undertaking by the issuer to furnish to the U.S by the issuer to any non-accredited investor pursuant to para	. Securities and Exchange Comm					
ssuer (Print or Type)	Signature			Dat	_	
K2 Summit Partners, LLC	000 PC				Oct.	ober 13, 2005
Name of Signer (Print or Type) Stephanie Christie	Title of Signer (Print or Type) Chief Financial Officer, K2 Ad	visors. L	.L.C., its Mana	ger		
			,	3		
	ATTENTION					
	ATTENTION					

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

E. STATE SIGNATURE

Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date OCtober 13, 2005
K2 Summit Partners, LLC	840 0	October 13, 2003
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Stephanie Christie	Chief Financial Officer, K2 Advisors, L.L.C., its Manager	

Instruction:

1.

Print the names 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 not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

			3	n,		A		0 4.50 %(Mail+21+61+)		
. 1	Intend to non-ad investors (Part B -	to sell ccredited 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)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)	
State	Yes	No	Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		х	\$300,000,000	3	\$2,050,000	0	0		х	
AK										
AZ										
AR										
CA		Х	\$300,000,000	1	\$68,000,000	0	0		Х	
co										
СТ		Х	\$300,000,000	1	\$1,000,000	0	\$0		Х	
DE							· · · · · · · · · · · · · · · · · · ·			
DC										
FL		Х	\$300,000,000	1	\$1,000,000	0	\$0		Х	
GA										
н										
ID										
IL										
IN										
IA										
KS				an and the same of						
KY										
LA		X	\$300,000,000	1	\$1,300,000	0	\$0		Х	
ME										
MD	ļ									
MA									<u> </u>	
MI		<u> </u>		· 			· · · · · · · · · · · · · · · · · · ·			
MN										
MS		X	\$300,000,000	1	\$650,000	0	\$0		Х	
MO										
MT										
NE							- <u>-</u>			
NV				······			·			
NH										
NJ										
NM		×	\$300,000,000	1	\$50,000,000	0	\$0		Χ	

				API	PENDIX					
1			3			4		Τ		
•		•				7		5		
	Intend to non-ad investors (Part B -		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)					
State	Yes	No	Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NY				-						
NC										
ND										
он										
ок										
OR						į				
PA										
RI										
sc										
SD										
TN										
TX										
UT										
VT										
VA			·		·		· ·	ļ.,		
WA					 					
wv										
WI										
WY										
Non										