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



FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	APPROVAL
OMB Number:	3235-0076
Expires: M	lay 31,2005
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Name of Offering (Check if this is an amendment and name has changed, and indicate change.) D&A Convertible Securities Fund III, L.P.	
Filling under(Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Rule 505 Type of Filing: New Filing Amendment	
A.BASIC IDENTIFICATION DATA	<u> </u>
1.Enter the information requested about the issuer 기타) 5
Name of Issuer(X Check if this is an amendment and name has changed, and indicate change.)	1
D&A Convertible Securities Fund III, L.P	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	
10251 Vista Sorrento Parkway Suite 200 San Diego CA 92121 619-308-9700	
Address of Principal Business Operations (If different from Executive Offices) Telephone Number(Including Area Code)	
(Number and Street, City, State, Zip Code)	
Brief Description of Business: CA LP formed to invest in convertible bonds adn cash, seeking capital appreciation appreciation of Business:	В.
Type of Business Organization	<u>, </u>
corporation limited partnership, already formed x other (please specify): limited liability JAN 0 6 2006	
business trust limited partnership, to be formed	
MONTH YEAR FINANCIAL	
Actual or Estimated Date of Incorporation or Organization: 0 1 9 7 X Actual Estimated	
Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for state: CN for Canada; FN for other foreign jurisdiction)	
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 77 d(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 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 Staregistered or certified mail to that address.	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washigton, 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 manully signed must be photocopies of the man signed copy or bear typed or printed signatures.	iually
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 Appendix need not be filed with the SEC.	ì
Filling Fee: There is no federal filling 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 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 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 appendix to the notice constitutes a part of this notice and must be completed.	of a fee
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 IDE	NTIFICATION DATA		
Enter the information requ i. Each promoter of the i		owing: er has been organized with	in the past five years;		
ii. Each beneficial owner or more of a class of e			ect the vote or disposition of, 10%		
iii. Each executive officer partners of partnership		orporate issuers and of cor	porate general managing		
iv. Each general and mai	naging partner of	partnership issuers.			
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	×	General and /or Managing Partner
Full Name(Last name first, if	Individual)				
Dunham & Associates Securi	ties, Inc				
Business or Residence Addr	ess	(Number and St	reet, City,State ,Zip Code)		
10251 Vista Sorrento Parkway	Suite 200 San C	Diego CA 92121			·
Check Box(es) that apply:	Promoter	Beneficial Owner	K Executive Officer Director		General and /or Managing Partner
Full Name(Last name first, if	Individual)				

(Number and Street, City, State , Zip Code)

(Number and Street, City, State, Zip Code)

Executive Officer Director

General and /or Managing Partner

Dunham Jeffrey A

Iverson Denise

Business or Residence Address

Full Name(Last name first, if Individual)

Business or Residence Address

10251 Vista Sorrento Parkway, Suite 200 San Diego CA 92121

10251 Vista Sorrento Parkway, Suite 200 San Diego CA 92121

Check Box(es) that apply: Promoter Beneficial Owner

 a. Delmodales (1908) respons a mental 		
	Yes No	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	\$ 250,000.00	
	Yes No	
3. Does the offering permit joint ownership of a single unit?	FI N	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and /or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
uil Name (Last name first, if individual) Empire Financial Group, Inc.		
Jusiness or Residence Address (Number and Street, City, State, Zip Code)		
2170 West State Road 434, Suite 100, Longwood, FL 32779		
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ull Name (Last name first, if individual) H-Beck, Inc.		
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(Check	"All S	States	or chi	eck ind	lividu	ai Stati	es)	•••••	•••••	•••••	•••••		.,,				All State	s	
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3 © Blue Sky MLS, Inc. Page 7 of 15

Full Na	me (l	.ast na	ime fi	rst, if i	ndivio	tual)	Cen	tauru:	s Financ	ial,	Inc.							
Busine	ss or								City, State									
							uite 2	0,010	Orange,(CA 9	2868							
Name o	of Ass	ociate	d Bro	ker or	Deal	er	Cen	tauru	s Financ	ial, l	Inc.							
States	in Wh	nich Pe	erson	Listed	has :	Solicite	d or l	ntends	to Solicit	Purc	haser	3						
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Busines	ss or								City, State)						
							h Fl.	Oma	ha.NE 6	815-	4							
Name o	of Ass	ociate	d Bro	ker or	Deale	er	QA3	Fina	ncial Co	rp.								
States i	n Wh	ich Pe	rson	Listed	has S	Solicite	d or I	ntends	to Solicit	Purc	hasen	5						
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Busines	s or								ity, State					·				
							te 12	3,San	Ramon	<u>.,CA</u>	9458	33						
Name c	I Ass	ociate	d Brol	ker or	Deale	:r 	Ame	rican	Investor	s Co	mpa	ny						. • •
States i	n Wh	ich Pe	rson t	isted	has S	iolicite	d or Ir	ntends	to Solicit	Purc	nasers	;						
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Full Name (Last name first, if individual) C.J.M. Planning Corp.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
223 Wanaque Avenue Pompton Lakes, NJ 07442	
Name of Associated Broker or Dealer	
C.J.M. Planning Corp.	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	01
(Check *All States or check individual States).	States
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Full Name (Last name first, if individual) United Planners Financial Services of America	
Business or Residence Address (Number and Street, City, State, Zip Code)	
7333 E. Doubletree Ranch Road, Suite 120.Scottsdale, AZ 85258	
Name of Associated Broker or Dealer United Planners Financial Services of America	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
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The Miles Mi	IPRI [
Full Name (Last name first, if individual) United Heritage Financial Services, Inc.	[PR]
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code)	PRI []
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian, ID 83642	
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian.,ID 83642 Name of Associated Broker or Dealer United Heritage Financial Services, Inc.	PRI []
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian.,ID 83642 Name of Associated Broker or Dealer United Heritage Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian.,ID 83642 Name of Associated Broker or Dealer United Heritage Financial Services, Inc.	
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian.,ID 83642 Name of Associated Broker or Dealer United Heritage Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers	States
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian, ID 83642 Name of Associated Broker or Dealer United Heritage Financial Services, Inc. States in Which Person Listed has Solicited or Intends to Solicit Purchasers (Check *All States or check individual States)	States (ID)
Full Name (Last name first, if individual) United Heritage Financial Services, Inc. Business or Residence Address (Number and Street, City, State, Zip Code) 707 East United Heritage Court, Meridian, ID 83642 Name of Associated Broker or Dealer United Heritage Financial Services, Inc. States in Which Person Listed has Solicated or Intends to Solicit Purchasers (Check *All States or check individual States)	States [ID] X

Full Na	me (t	ast na	me f	rst, if i	ndivid	(uai)	Wali	iut St	reet Sec	urities	, Inc.						
Busine	ss or	Resid	ence	Addres	s (Nu	ımber	and S	treet,	City, State	, Zip Co	ode)			·			
		130	045 7	Tessor	ı Fer	ry Ro	ad, l	B1-50	Saint L	ouis,,N	10 63128						
Name o	of Ass	sociate	d Bro	ker or	Deal	er	Walt	iut St	reet Sec	urities	, Inc.						
States	in Wh	nich Pe	erson	Listed	has S	Solicite	d or l	ntends	to Solicit	Purcha	sers						
(Check	"All S	States	or ch	eck inc	dividu	al State	es)		***************************************						×	All State	s
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ं जीतनवरीतिः निर्देशियः त्रिक्षानिकः जीत् विष्णव्यवस्त्रीतिक्षः वर्गवरीयोकः	113	। व वस्ति । वस्ति ।	icici k	
. Enter the aggregate offering price of securities included in this offering and the total amount air Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box Indicate in the columns below the amounts of the securities offered for exchange and already e	۱ (and		
Type of Security		Aggregate offering price	Ar	nount Already Sold
Debt	\$		\$	
Equity	\$		\$	
Common Preferred			•	
Convertible Securities(including warrants)	\$		\$	
Partnership Interests	\$	\$100,000,000.00	\$	\$50,490,448.48
Other(Specify)	\$		\$	
Total	\$	\$100,000,000.00	\$	\$50,490,448.48
Answer also in Appendix, Column 3, if filing under ULOE			•	
2.Enter the number of accredited and non-accredited investors who have purchased secunties in this offening and the aggregate dollar amounts of their purchases. For offenings under Rule 504, indicate the number of persons who have purchased secunties and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".	n	Number of Investors		Aggregate Dollar Amount of Purchases
Accredited Investors		61	\$	\$50,490,448.48
Non-accredited Investors		0	 	\$0.00
Total(for filing under Rule 504 only)			 s	
Answer also in Appendix, Column 4, if filing under ULOE			_	
3. If this filing is for an offening under Rule 504 0r 505, enter the information requested for all second by the issuer, to date, in offenings of the types indicated, in the twelve(12) months prior to first sale of securities in this offening. Classify securities by type listed in Part C - Question 1.	the	s Type o	•	Dollar, Amount
Type of offering Rule 505		securitie		Sold
Regulation A				\$
Regulation 504				s
Total				\$
4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the s in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information begiven as subject to future contingencies. If the amount of an expenditure is not known, festimate and check the box to the left of the estimate.	ormati	on		
Transfer Agent's Fees			×	\$0.00
Printing and Engraving Costs			×	\$1,000.00
Legal Fees			F	\$4,000.00
Accounting Fees			×	\$0.00
Engineering Fees			×	\$0.00
Sales Commissions (specify finders' fees separately)			×	\$1,000,000.00
Other Expenses(Identify)			×	\$0.00
Total			X	\$1,005,000.00
·				

િલ્લોને સામાના માટે કરો છે. -		ises)an	dingerois ex	iolaan:		
Question 1 and total expenses furnished in	gate offering price given in response to Part C n response to Part C- Question 4.a. This diffe ."	erence is		\$_	\$98,995,000.00	
estimate and check the box to the left of the	gross proceeds to the issuer used or proposed e amount for any purpose is not known, furnis e estimate. The total of the payments listed n suer set forth in response to Part C- Question	sh an nust	·			
			Payments to Officers, Directors, & Affillates	P	ayments to Others	
Salaries and fees		K \$	\$175,000.00	× \$	\$0.00	
Purchase of real estate		<u></u>	\$0.00	▼ \$	\$0.00	
Purchase,rental or leasing and installa	ation of machinery and equipment	<u></u>	0	₩ \$	\$0.00	
Construction or leasing of plant building	Construction or leasing of plant buildings and facilities					
Acquisition of other business (includin this offering that may be used in exchanother issuer pursuant to a merger)	g the value of securities involved in ange for the assets or securities of	K \$	\$0.00		\$0.00	
,		K \$	Ψ U.	K \$		
Repayment of indebtedness	············	X \$	\$0.00	× \$	\$0.00	
working capital		× \$	\$98,820,000.00	X \$	\$0.00	
Other(specify):						
		× \$	\$0.00	× \$	\$0.00	
Column Totals		K \$	\$98,995,000.00	× \$	\$0.00	
Total Payments Listed(column totals a	ndded)		K \$	98,99	5,000.00	
	D.FEDERAL SIGNATURE				· · · · · · · · · · · · · · · · · · ·	
The issuer has duly caused this notice to be Rule 505, the the following signature const Commission upon written request of its state paragraph (b)(2) of Rule 502.	itutes an undertaking by the issuer to fur	rnish to the	U.S. Securities	and Excl	hange	
Issuer(Print or Type)	Signature	Date				
D&A Convertible Securities Fund III, L.P	Jems S. J	1 -	DEC 1 9 2011	5		
Name of Signer(Print or Type)	Title of Signer(Print or Type)	-				
Denise Iverson	Chief Financial Officer					
	ATTENTION					
Intentional misstatements or or	missions of fact constitute federal crin	ninal viola	ations. (See 18 U	J.S.C.10	01.	

Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule? Output Description:	Yes	No.
provisions of such rule?		

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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.

Denise Iverson	Chief Financial Officer	
Name(Print or Type)	Title(Print or Type)	OLC I 9 2005
Issuer(Print or Type) D&A Convertible Securities Fund III, L.P	Signature Miss S- Uv	Date

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.

4(21)12(4(2))

1	Inten to non-a	2 d to sell ccredited s in State	3 Type of Security and aggregate offering price offered in state		5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)				
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL			·	· · · · · · · · · · · · · · · · · · ·					
AK					!				
ΑZ									
AR		<u> </u>							
CA	X			42	8,048,794.09				X
со									
СТ	Х			2	403,039.46				X
DE									
DC									
FL	X			2	1,294,050.33				X
GΛ									
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KY					·				
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MD									
МА									
ΜI									
MN									
MS									
мо									

APPENDIX

	Intento non-a	2 d to sell ccredited s in State	3 Type of Security and aggregate offering price offered in state	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)		
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
MT	X			ĺ	\$ 80,000.00				X	
NE										
NV	X			10	38,531,056.3	:			X	
NH										
LN										
NM										
NY				·				·		
NC										
ND										
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OR										
PA	Х			1	S 30,000.00				X	
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sc										
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TX									,	
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VT										
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WA										
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Foreign investments total \$