FORM D



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

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Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Offering of Limited Partnership Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	□ ULOE
A, BASIC IDENTIFICATION DATA	
about the iccuer	AECEIVED TO
to the standard and indicate change)	
<u> </u>	SEP 3 2008
Seminole Small Cap Partners, LP Address of Executive Offices (Number and Street, Citý, State, Zip Code)	Telephone Number (Including Area Code)
150 Fact 52nd Street 29th Floor New York, NY 10022	(212) 838-6055
Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number (Including Afea Code)
Brief Description of Business	
Private Investment Partnership	PROCESSE
	lease specify): OCT 0 4 2006
Actual or Estimated Date of Incorporation or Organization: [III US] Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	THOMSON FINANCIAL
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (77d(6)).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given b which it is due, on the date it was mailed by United States registered or certified mail to that address.	
The second secon)549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual	ly signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need only report thereto, the information requested in Part C, and any material changes from the information previously support to be filed with the SEC.	ort the name of the issuer and offering, any changes blied in Parts A and B. Part E and the Appendix need
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 ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for accompany this form. This notice shall be filed in the appropriate states in accordance with state law this notice and must be completed.	or the exemption, a fee in the proper amount shall
ATTENTION	and the state of t
Failure to file notice in the appropriate states will not result in a loss of the federal appropriate federal notice will not result in a loss of an available state exemption unlifiling of a federal notice.	exemption. Conversely, failure to file the less such exemption is predictated on the

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2. Enter the information re					
 Each promoter of the 	he issuer, if the iss	uer has been organized v	within the past five years;		a to the second second
 Each beneficial own 	ter having the powe	er to vote or dispose, or d	irect the vote or disposition	of, 10% or more of	a class of equity securities of the issue
 Each executive offi 	cer and director of	corporate issuers and o	f corporate general and man	aging partners of	partnership issuers; and
 Each general and n 	anaging partner of	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)			,	
Seminole Capital Manag	gement LLC				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
150 East 52nd Street, 29	th Floor, New	York, NY 10022			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
			of General Partner		Internating Laterer
Full Name (Last name first, i	f individual)				
Messner, Michael G.					
Business or Residence Addre		Street, City, State, Zip (
c/o Seminole Capital M	anagement LLC	C, 150 East 52nd Stre	eet, 29th Floor, New Y	ork, New York	10022
Check Box(es) that Apply:	Promoter	Beneficial Owner		☐ Director	General and/or Managing Partner
			of General Partner		Winding 1 william
Full Name (Last name first, i	f individual)				
Shiverick, Paul C.					·
Business or Residence Addre					
c/o Seminole Capital M	anagement LLC	C, 150 East 52nd Str	eet, 29th Floor, New Y	ork, New York	10022
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner
Full Name (Last name first,	f individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	r Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	T Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				·
Business or Residence Addr	ess (Number and	Street, City, State, Zip	Code)		
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1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No ⊠				
1.	Answer also in Appendix, Column 2, if filing under ULOE.									A			
2.	and the state of t									<u>\$ 1,00</u>	0,000*		
												Yes	No
3.						le unit?						X	t runi
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 purchasers 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.													
Ful	l Name (I	ast name f	first, if indi	vidual)	•								
Bus	siness or l	Residence	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)			, 	, , , , , , , , , , , , , , , , , , , ,		
Nar	ne of Ass	ociated Br	oker or Dea	aler	······································								
Sta						to Solicit I							
	(Check	"All States	" or check	individual	States)			••••••		•••••		☐ All	States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID]
	IL	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MÎ OH	MN OK	MS OR	MO PA
	MT RI	NE SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	l Name (l	Last name	first, if indi	vidual)	· <u>-</u> · · · · · ·								
Bus	siness or	Residence	Address (N	Number and	d Street, C	City, State, 2	Zip Code)				-		
Nai	me of Ass	sociated Br	oker or Dea	aler									
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
	(Check	"All States	or check	individual	States)			•••••		****************		☐ Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	VA	WA	WV	WI	WY	PR
Fu	ll Name (Last name	first, if ind	ividual)						<u> </u>		· · · · · ·	
Bu	siness or	Residence	Address (1	Number an	d Street, C	City, State, 2	Zip Code)						
Na	me of As	sociated Br	oker or De	aler									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
(Check "All States" or check individual States)								1 States					
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI OH	MN OK	MS OR	MO PA
	MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	WV	WI	WY	PR

(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 aread sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, chec this box and indicate in the columns below the amounts of the securities offered for exchange an already exchanged.	k d			4.41
	Type of Security		gregate ring Price	Ar	nount Aiready Sold
	Debt	\$	-0-	\$	-0
	Equity		-0-	\$_	-0-
	Common Preferred		0		-0-
	Convertible Securities (including warrants)	. \$	-0-	\$	
	Partnership Interests		0,000,000		+2,902,000
	Other (Specify)	. \$_	-0-	\$	-0-
	Total	\$2,00	0,000,000	* \$	42,902,000
	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 thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicat 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."	e T	ımber	מ	Aggregate
		•	vestors		of Purchases
	Accredited Investors		50	\$_	42,902,000
	Non-accredited Investors			\$_	
	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.	s e			
	Type of Offering		ype of curity	D	Pollar 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 th securities in this offering. Exclude amounts relating solely to organization expenses of the insure. The information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.	г.			
	Transfer Agent's Fees		🛛	s	-0-
•	Printing and Engraving Costs		🛛	S _	1,000
	Legal Fees			S _	10,000
	Accounting Fees			s _	-0-
	Engineering Fees			s _	-0-
	Sales Commissions (specify finders' fees separately)			s _	-0-
	Other Expenses (identify) filing fees			\$	9,000
	Total			\$ _	20,000

^{*}The Issuer is offering an unlimited amount of limited partnership interests. The Issuer does not expect to sell in excess of \$2,000,000,000 in limited partnership interests. Actual sales may be significantly lower.

	and total expenses furnished in response to Part C -	fering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gross			\$ 1,999	9,980,000*
5.	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross art C — Question 4.b above.				·
			Di	yments to Officers, rectors, & ffiliates	•	ments to
		······································			⊠ \$	-0-
	Purchase of real estate	······································	3 \$_ _	-0-	. 🛛 \$	-0-
	Purchase, rental or leasing and installation of mand against and	achinery		0		0
		acilities	4 \$	-0-	⊠ \$	-0-
	Acquisition of other businesses (including the viorifering that may be used in exchange for the as	sets or securities of another				
		······ <u>Þ</u>				
		······ <u>Þ</u>				-0-
		······ <u>E</u>	3 S	-0-	$\boxtimes \1,9	99,970,000*
	Other (specify): Registration costs	<u> </u>	3 \$	-0-	⊠\$	10,000
] \$	-0-	⊠ \$	-0
	Column Totals] \$	-0-	≥ \$1,9	99,980,000*
					99,980,	
.		PARTY STATES AND STATES AND STATES				TALES.
sıgn	issuer has duly caused this notice to be signed by th ature constitutes an undertaking by the issuer to fu	the undersigned duly authorized person. If this notice is arnish to the U.S. Securities and Exchange Commission credited investor pursuant to paragraph (b)(2) of Reference in the control of the credited investor pursuant to paragraph (b)(2) of Reference in the control of the credited investor pursuant to paragraph (b)(2) of Reference in the control of the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b)(2) of Reference in the credited investor pursuant to paragraph (b) of Reference in the credited investor pursuant to paragraph (b) of Reference in the credited investor p	s file	d under Rul	e 505 th	e following
Issu	er (Print or Type)	Signature	ate			
Sen	ninole Small Cap Partners, LP	tail n		9/13/	06	
Nan	e of Signer (Print or Type)	Title of Signer (Print or Type)		,		
Pau	C. Shiverick	Managing Member of Seminole Capital Mana	gem	ent LLC, in	ts gener	al partner
		· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · ·		

C DEFERING PERCENUMBER OF INVESTIGE

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

*The Issuer is offering an unlimited amount of limited partnership interests. The Issuer does not expect to sell in excess of \$2,000,000,000 in limited partnership interests. Actual sales may be significantly lower.