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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:		UNITED STATES	OMB APPROVAL
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Name of Offering [check Mohis is an amendment and name has changed. and indicate change.) Venor Capital Partners LP (Class C & Class D Shares) Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA I. Enter the information requested about the issuer Name of Issuer check if this is an amendment and name has changed, and indicate change.) Venor Capital Partners LP (Class C & Class D Shares) Address of Fasceutive Offices (Number and Street, City, State, Zip Code) Times Square Tower, T Times Square, Suite 3505, New York, NY 10036 Address of Fasceutive Offices (Number and Street, City, State, Zip Code) Times Square Tower, T Times Square Square, Suite 3505, New York, NY 10036 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Times Square Tower, Times Square, Suite 3505, New York, NY 10036 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Times Square Tower, Times Square, Suite 3505, New York, NY 10036 Telephone Number (Including Area Code) Telephone Number	2014 2 4		
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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	Durisdiction of Incorporation or Construction of Incorporation or Constructions GENERAL INSTRUCTIONS Federal: Who Must File: All issuers mak 15 U.S.C. 77d(6).	Ilimited partnership, to be formed Month Year reporation or Organization:0705 Organization (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction) Ling an offering of securities in reliance on an exemption under R	Actual Estimated or State: DE degulation D or Section 4(6), 17 CFR 230,501 et seq. or
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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	Durisdiction of Incorporation or Constitution or Constitution or Constitution of Incorporation or C	Ilmited partnership, to be formed Month Year	Estimated or State: DE degulation D or Section 4(6), 17 CFR 230.501 et seq. or offering. A notice is deemed filed with the U.S. the address given below or, if received at that address mail to that address.
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	Actual or Estimated Date of Incordurisdiction of Incorporation or Considerable Months and Exchange Commission of Estate: Who Must File: All issuers maked 15 U.S.C. 77d(6). When to File: A notice must be Securities and Exchange Commission after the date on which it is due. Of Where to File: U.S. Securities a Copies Required: Five (5) copies must be photocopies of the manual Information Required: A new for changes thereto, the information Appendix need not be filed with the Filing Fee: There is no federal for State: This notice shall be used to indict ULOE and that have adopted this are to be, or have been made. If a accompany this form. This notice this notice and must be completed.	Month Year proportion or Organization: Organization (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisdiction) In an offering of securities in reliance on an exemption under Residue for the date it is received by the SEC at the first sale of securities in the content of the date it was mailed by United States registered or certified and Exchange Commission, 450 Fifth Street, N.W., Washington, and Exchange Copy or bear typed or printed signatures. This proposed in Part C, and any material changes from the information the SEC. The second of the Uniform Limited Offering Exemption (ULOE) form. Issuers relying on ULOE must file a separate notice with a state requires the payment of a fee as a precondition to the claim e shall be filed in the appropriate states in accordance with state d. ATTENTION	Actual Estimated The State: DE Regulation D or Section 4(6), 17 CFR 230.501 et seq. or offering. A notice is deemed filed with the U.S. the address given below or, if received at that address mail to that address. D.C. 20549. The manually signed. Any copies not manually signed only report the name of the issuer and offering, any on previously supplied in Parts A and B. Part E and the proper amount shall law. The Appendix to the notice constitutes a part of

	A. BAS	IC IDENTIFICA	ATION DATA		
2. Enter the information reques	ted for the following:				
o Each promoter of the is	suer, if the issuer has been o	organized within	the past five years;		
o Each beneficial owner le of the issuer:	naving the power to vote or	dispose, or direct	t the vote or disposition	on of, 10% or more of	f a class of equity securities
o Each executive officer a	and director of corporate issu	uers and of corpo	orate general and man	aging partners of part	nership issuers; and
o Each general and mana	ging partner of partnership i	ssuers.			
Check Box(es) that Apply: Pr	romoter)wner 🔲	Executive Officer	Director	☐ General Partner
Full Name (Last name first, if individu Venor Capital GP LLC	al)				
Business or Residence Address Times Square Tower, 7 Times Squ	(Number and Street, City, are, Suite 3505, New Yor	•			
	romoter Beneficial C		Executive Officer	Director	Managing Member of the General Partner
Full Name (Last name first, if individu Bersh, Jeffrey A.	al)				
Business or Residence Address	(Number and Street, City,	• '	I		
Times Square Tower, 7 Times Squ Check Box(es) that Apply:	romoter Beneficial C	_ 	Executive Officer	Director	Managing Member of the General Partner
Full Name (Last name first, if individu Wartell, Michael	·				
Business or Residence Address Times Square Tower, 7 Times Squ	(Number and Street, City, are, Suite 3505, New York)		1		
	romoter		Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individu	al)				
Business or Residence Address	(Number and Street, City,	State, Zip Code)			
Check Box(es) that Apply:	romoter Beneficial C)wner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individu	al)			-	 -
Business or Residence Address	(Number and Street, City,	State, Zip Code)			
Check Box(es) that Apply:	romoter Beneficial C)wner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individu	al)			<u>-</u>	
Business or Residence Address	(Number and Street, City,	State, Zip Code)			
Check Box(es) that Apply:	romoter)wner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individu	al)				
Business or Residence Address	(Number and Street, City.	State, Zip Code))		

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

					В.	INFORMA	TION ABO	OUT OFFE	RING				
	A What is	inswer also the minim	d, or does the in Appendation investment of the discretion	ix, Columi nent that w	n 2, if filing ill be accep	g under UL. ted from ar	OE. 1y individu	al	_			No ⊠ 000,000*	
4.	Enter the remuner agent of	ne informat ration for s f a broker of to be lister	permit joint ion request solicitation or dealer read d are associ	ed for each of purchase gistered wi	person whers in conne th the SEC	o has been ection with and/or with	or will be sales of se a state or	paid or give curities in t states, list t	en, directly he offering the name of	or indirect If a perso the broker	ly, any com in to be list or dealer.	mmission or ed is an ass If more tha	ociated person or in five (5)
Full Nan	ne (Last	name first	, if individu	ual)									
Business	s or Res	idence Ado	lress (Num	ber and Str	eet, City, S	tate, Zip Co	ode)						
Name of	Associa	ated Broke	r or Dealer		·								
			ted Has Sol or check inc			olicit Purch	asers					☐ All	States
[AL] ILJ MT] RIJ	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	(FL) [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Nan	ne (Last	name first	, if individu	ual)									
Business	s or Res	idence Ado	iress (Num	ber and Str	eet, City, S	tate, Zip Co	ode)						
Name of	f Associ	ated Broke	r or Dealer		<u></u>	-							
			ted Has Sol or check inc			olicit Purch	asers					☐ All	States
[AL] [IL] MT] RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	(ID) [MO] [PA] [PR]
Full Nar	ne (Last	name first	, if individu	ual)								<u> </u>	
Business	s or Res	idence Ado	iress (Num	ber and Str	eet, City, S	tate, Zip Co	ode)						
Name of	f Associ	ated Broke	r or Dealer										
			ted Has Sol or check in			olicit Purch	asers					☐ Al:	l States
[[[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] {LA] {NM} {UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

(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.	Enter the aggregate offering price of securities included in this offering and the total amount already s "none" or "zero". If the transaction is an exchange offering, check this box [] and indicate in the countries offered for exchange and already exchanged.			
		Aggregate Offering		Amount Already
	Type of Security Debt	Price \$0	\$	Sold
	Equity		_	0
		20	7	<u> </u>
	[] Common Preferred	m o	•	^
	Convertible Securities (including warrants)		<u>\$</u>	
	Partnership Interests		<u>\$</u>	8,000,000
	Other (Specify)	\$0	<u>\$</u>	0
	Total	\$1,000,000,000	<u>\$</u>	000,000,8
	amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	ourchased securities a Number Investors		he Aggregate Dollar Amount of Purchases
	Accredited Investors		\$	8,000,000
	Non-accredited Investors		_	0
	Total (for filing under Rule 504 only)		<u> </u>	
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this of type listed in Part C - Question 1.	s sold by the issuer, to fering. Classify secur	rities	by .
	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 securitie amounts relating solely to organization expenses of the issuer. The information may be given as subjet the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	es in this offering. Exect to future continge		le
	Transfer Agent's Fees	[]	\$0
	Printing and Engraving Costs	[]	x]	\$*
	Legal Fees	[]	X]	\$*
	Accounting Fees	[ΧJ	\$ *
	Engineering Fees]	\$0
	Sales Commissions (specify finders' fees separately)	[]	\$ 0
	Other Expenses (identify)		x]	\$ *
	Total	-	ХJ	\$150,000*

^{*}All offering and organizational expenses are estimated not to exceed \$150,000.

b. Enter the difference between the aggregate offering price given in response expenses furnished in response to Part C - Question 4.a. This difference is the issuer."	he "ad	justeo	l gross proceeds to	the		\$999,950,000
Indicate below the amount of the adjusted gross proceeds to the issuer used of purposes shown. If the amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal the adjusted gross proc C - Question 4.b above.	mate	and c	heck the box to the	e left	of the	
			Payments to Officers, Directors, & Affiliates			Payments to Others
Salaries and fees	[]	<u>\$</u>	[]	<u>\$</u>
Purchase of real estate	[]	\$	[]	\$
Purchase, rental or leasing and installation of machinery and equipment	[]	\$	[]	\$
Construction or leasing of plant buildings and facilities	[]	\$	[]	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[}	\$	[]	\$
Repayment of indebtedness	[]	\$	[)	\$
Working capital	[]	\$	[]	\$
Other (specify): Investments in Venor Capital Master Fund Ltd.	{]	\$	[х]	\$999,950,000
Column Totals	[]	<u>\$</u>	[:	x]	\$999,950,000
Total Payments Listed (column totals added)			[x] <u>s</u>	\$999,	950,0	000
D. FEDERAL SIG	TNAT	URE				

5.

The sign

Issuer (Print or Type)		Signature	Date	1	1
Venor Capital Partners LP (Class C & Class D Shares)	/		6	177	07
Name of Signer (Print or Type)	_	Title of Signer (Print or Type)	•	,	
Jeffrey A. Bersh		Managing Member of the General Partner			

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 10001.)

	E. STATE SIGNATURE			
1.	Yes No Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?			
See Appendix, Column 5, for state response. Not applicable 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. Not applicable 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. Not applicable 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. Not applicable				
2.				
3.				
4.	Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this			
	dersigned duly authorized person.			
Iss	Suer (Print or Type) Date Date			
Ve	enor Capital Partners LP (Class C & Class D Shares)			
Na	ame (Print or Type) Title (Print or Type)			
Je	ffrey A. Bersh Managing Member of the General Partner			

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.

APPENDIX

		VENO	R CAPITAL PA	RTNERS LP		CLASS D S	SHARES))		
1	Intend to non-acc investo	o sell to redited ors in	Type of security and aggregate offering price offered in state		Type of investor and amount purchased in State					
	(Part B-	Item 1)	(Part C-Item 1) Class C and Class D Limited Partnership	Number of Accredited	l l				-Item 1)	
State	Yes	No	Interests \$1,000,000,000	Investors	Amount	Accredited Investors	Amount	Yes	No	
AK	-				<u> </u>					
AL										
AR										
AZ										
CA										
СО										
CT										
DC										
DE		X	X	1	\$500,000	0	0			
FL										
GA										
ні										
IA								1		
ID										
IL										
IN										
KS										
KY										
LA										
MA										
MD							<u></u>			
ME										
MI	ļ		-			 				
MN	ļ									
MO										
MS										
MT	<u></u>									

APPENDIX

VENOR CAPITAL PARTNERS LP (CLASS C & CLASS D SHARES) 2 l Not Applicable Disqualification under State ULOE Type of security Intend to sell to non-accredited and aggregate (if yes, attach offering price explanation of investors in offered in state waiver granted) State Type of investor and amount purchased in State (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) Class C and Number of Class D Limited Number of Non-Partnership Accredited Accredited Interests State Yes No Investors Amount Investors Amount Yes No \$1,000,000,000 NC ND NE NH NJ NM NV\$7,000,000 NYX Х 3 0 0 OH OK OR PA PR RI SC SD TN TXX X \$500,000 0 1 0 UT VA VT WA Wi WVWY

END