

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

OWR AP	PROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008

Estimated average burden . 1.00 hours per form ..

SEC	USE ONLY
Prefix	Serial I
DAT	E RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Taurus Resources Fund III, LLC (the "Issuer")	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 S Type of Filing: New Filing Amendment	ection 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	* (1.1.4) 1.5 (1.1.4) (1.1.4) (1.1.4) (1.1.4) (1.1.4) (1.1.4) (1.1.4) (1.1.4) (1.1.4)
Taurus Resources Fund III, LLC	07071891
Address of Executive Offices (Number and Street, City, State, ZIP Code)	Telephone mannor (menaning menaning)
c/o Taurus Funds Management Limited, Level 40, Governor Philip Tower, 1 Farrar Place, Sydney	+612-8080-2691
NSW 2000, Australia	T. 1 1 1 (1 1 1 A C 1)
Address of Principal Business Operations (Number and Street, City, State, ZIP Code)	Telephone Number (Including Area Code) same as above
(if different from Executive Offices) same as above	same as above
Brief Description of Business To invest in Taurus Resources Limited Partnership which invests in emerging public and private	nining and metals companies with projects
primarily in the appraisal and development stages, using equity and equity-related instruments, predom	inantly in Australia and New Zealand.
Type of Business Organization	
corporation limited partnership, already formed other (please spec	ify): Delaware Limited Liability Company
business trust limited partnership, to be formed	Actual Estimated PROCESSED Standard Estimated E
Month Year	00000
Actual or Estimated Date of Incorporation or Organization:	Actual Estimated Programme (
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	- "" Su '
CN for Canada; FN for other foreign jurisdiction)	E JOY ONSUL
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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, 100 F Street, N.E., 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.

1 of 8

			A. BASIC IDE	NTIFICATION DATA		
2. Er	ter the information i	requested for the fo	ollowing:			
•	Each promoter of the	he issuer, if the iss	uer has been organized wi	thin the past five years;		
•	Each beneficial ow the issuer;	mer having the po	wer to vote or dispose, or	direct the vote or disposition	of, 10% or more of	a class of equity securities of
•	Each executive offi	icer and director of	corporate issuers and of o	corporate general and managi	ng partners of partne	rship issuers; and
•	Each general and n	nanaging partner o	f partnership issuers.			
Check B	ox(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Nar Taurus	ne (Last name first, Funds Managemen	if individual) it Limited (the "I	nvestment Manager" or	"Managing Member")		
Business Level 40	s or Residence Addre), Governor Philip	ess (Number and S Tower, 1 Farrar I	treet, City, State, Zip Cod Place, Sydney NSW 2000	e) , Australia		
Check B	lox(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Fuil Nar Galt, G	me (Last name first,	if individual)				
Busines c/o Tau	s or Residence Addr rus Funds Manage	ess (Number and S ment Limited, Le	Street, City, State, Zip Cod vel 40, Governor Philip T	e) Fower, 1 Farrar Place, Sydi	ney NSW 2000, Aust	ralia
Check E	lox(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
	ne (Last name first, Michael	if individual)				<u> </u>
Busines c/o Tau	s or Residence Addr rus Funds Manage	ess (Number and S ment Limited, Le	Street, City, State, Zip Cod vel 40, Governor Philip 1	le) Fower, 1 Farrar Place, Sydi	ney NSW 2000, Aust	ralia
Check E	Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Nam Menon,	ne (Last name first, Rohan	if individual)				
Busines c/o Tau	s or Residence Addr rus Funds Manage	ess (Number and 5 ment Limited, Le	Street, City, State, Zip Cod vel 40, Governor Philip	le) Tower, 1 Farrar Place, Sydi	ney NSW 2000, Aus	tralia
Check I	Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Na Lamle,	me (Last name first, Hugh	if individual)				
Busines c/o Tau	s or Residence Addr rus Funds Manage	ess (Number and S ment Limited, Le	Street, City, State, Zip Coovernor Philip	de) Fower, 1 Farrar Place, Sydi	ney NSW 2000, Aus	tralia
Check I	Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
	me (Last name first, d, Steve	if individual)			<u></u>	
Busines c/o Tau	s or Residence Addr rus Funds Manage	ess (Number and S ment Limited, Le	Street, City, State, Zip Coovernor Philip	de) Tower, 1 Farrar Place, Syd	ney NSW 2000, Aus	tralia
Check I	Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Na Sivin, I	me (Last name first, Philip	if individual)				
Busines	s or Residence Addi	ress (Number and Sement Limited, Le	Street, City, State, Zip Coovel 40, Governor Philip	de) Tower, 1 Farrar Place, Syd	ney NSW 2000, Aus	tralia

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

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing 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) M.D. Sass Macquerie Financial Strategies, L.P.
Business or Residence Address (Number and Street, City, State, Zip Code) 1185 Avenue of the Americas, New York, New York 10036
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 Address (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 Address (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)
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Full Name (Last name first, if individual)
Business or Residence Address (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 Address (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 Address (Number and Street, City, State, Zip Code)

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

					В.	INFORM	ATION AB	OUT OFF	ERING					
	-		•										YES	NO M
1.	Has the	issuer sold	, or does t	he issuer ii	ntend to sel	I, to non-ac	credited in	vestors in th	is offering:	? .OE				\boxtimes
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								\$500.0	00*					
۷.	W Hat 15	aic minim	um mvesu	nent mat v	viii be acce	pica nom e	iny morvide							
*	Represe	ents the mi	inimum c	apital com	mitment,	subject to	the discreti	on of the N	lanaging N	1ember to	lower suc	:h	YES	NO
	amount	t.			: a.C.a. aim.a.	(العنسية							\boxtimes	
3. 4.	Does in	e offering p	ion reques	ii ownersn ted for eac	ip oi a sing h person w	ho has bee	n or will be	paid or give	en. directly	or indirect	lv. any cor	mmission		
٦.	or simil	ar remuner	ation for s	solicitation	of purchas	sers in cont	nection with	ı sales of se	curities in 1	the offering	g, Ifaper	son to be		
	listed is	an associa	ted person	or agent o	of a broker	or dealer re	gistered wi	th the SEC sociated per	and/or with	a state or	states, list	the name		
		h the inform					isted are as:	sociated per	30113 01 340	ii a blokei	or action,			
Full Na		st name firs				•								
	Applicat	sidence Ad	(Al		treat City	State 7in	Code)			 .				
Busine	ss or Res	sidence Ad	aress (Nur	nber and S	treet, City,	State, Zip	Coue)							
						L II								
Name	of Assoc	iated Broke	er or Deale	er										
States	in Which	Person Li	sted Has S	olicited or	Intends to	Solicit Pur	chasers							
	(Check '	"All States"	or check	individual	States)							_	All State	S
	[AL]	[AK]	[AZ]	[AR]	(CA)	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI] [MS]	[ID] [MO]	
	[IL]	(IN)	[IA]	[KS]	[KY]	[LA]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[OR]	[PA]	
	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	(NM) {UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
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Busine	ss or Re	sidence Ad	dress (Nu	mber and S	Street, City,	, State, Zip	Code)							
Name	of Assoc	iated Brok	er or Deal	er	_ , ,									
States	in Whiel	h Person Li	stad Has S	Coligited or	Intends to	Solicit Pur	chasers							<u></u>
States	(Check	"All States"	or check	individual	States)							🔲	All State	·s
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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	(RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[At 1]	[i K]	
Full N	ame (La	st name firs	st, if indivi	idual)										
Busine	ss or Re	sidence Ad	ldress (Nu	mber and S	Street, City	, State, Zip	Code)							
Name	of Associ	ciated Brok	er or Deal	or .	- - -					•			· · · · · · · · · · · · · · · · · · ·	
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	(Check	"All States [AK]	or check [AZ]	ingividual [AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	:=
		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
	[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

[TN] [TX] [UT] [VT] [VA] [WA] [WV] [W (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 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 [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Offering Price Type of Security Debt 02 \$0 \$0 Preferred Common \$0 Convertible Securities (including warrants) Partnership Interests \$24,565,946(b) Other (Specify Limited Liability Company Interests ("Interests") \$263,880,092(a) Total \$263,880,092(a) \$24,565,946(b) 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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	11	\$24,565,946(b)
Non-accredited investors	0	\$0
Total (for filings under Rule 504 only)	N/A	\$N/A

Sold

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 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	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$N/A
Regulation A	N/A	\$N/A
Rule 504	N/A	\$N/A
Total	N/A	\$N/A

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.
Printing and Engraving Costs
Legal Fees
Accounting Fees S30,000
Engineering Fees
Sales Commissions (specify finders' fees separately)
Other Expenses (identify) Filing Fees S15,000
Total

- (a) Represents maximum capital commitments to be accepted by the Issuer, converted from Australian dollars to U.S. dollars.
- (b) Represents capital commitments received by the Issuer.

Indicate below the amount of the adjusted of the purposes shown. If the amount for to the left of the estimate. The total of issuer set forth in response to Part C – Que:	r any purpose is not known, furnish an the payments listed must equal the ad	estimate and check the	e box the	
			Payments to Officers, Directors, & Affiliates	Payments Others
Salaries and fees		⊠	\$0	⊠ \$0
Purchase of real estate		X	\$0	∑ \$0
Purchase, rental or leasing and installation	of machinery and equipment		\$0	⋈ \$ 0
Construction or leasing of plant buildings	and facilities	⊠	\$0	∑ \$0
Acquisition of other businesses (including offering that may be used in exchange for issuer pursuant to a merger)	the assets or securities of another		\$0	⋈ \$0
Repayment of indebtedness			\$0	 S 0
Working capital				⊠ \$0
Other (specify): Portfolio Investments		⊠	\$0	\$99,850,00
		 	\$0	⊠ so
Column Totals		🛛	\$0	\$99,850,00
Total Payments Listed (column totals add	ed)		\$99,850,	000
. . 5 ''T	D. FEDERAL SIGNATUR	E		-
suer has duly caused this notice to be signed ture constitutes an undertaking by the issuer to tastion furnished by the issuer to any non-accre	furnish to the U.S. Securities and Excha	nge Commission, upon	under Rule 505, the written request of i	e following ts staff, the
(Print or Type)	Signature	a, or many 502.	Date	
(I	

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

ATTENTION

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

