

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

1400125

SEC U	SE ONLY						
Prefix	Serial						
	<u> </u>						
DATE RECEIVED							

	n amendment and name has changed, and indicate change 10,000 in limited partnership interests of Audax Pri	•	
Filing Under (Check box(es) that apply)			
	Amendment		and stell the title
	A. BASIC IDENTIFICATION DATA	100 M 1 M 100 M	
1. Enter the information requested about			
	amendment and name has changed, and indicate change.		TA MARITA CONTRACTOR
Audax Private Equity Fund III,		0707	2042
Address of Executive Offices 101 Huntington Avenue, Boston	(Number and Street, City, State, Zip Code)	Telephone Ni (617) 859-1500	,
Address of Principal Business Operation		Telephone Number (Including Area	Code)
if different from Executive Offices)	(Table of the County City, Calc, 21p County	Totophone Hamoel (metastag / aca	C0 4C)
Same as Executive Offices		Same as Executive Offices	
Brief Description of Business			
Private equity investment fund	formed for the purpose of making investments in e	quity and debt securities of compani	es.
Type of Business Organization			200
☐ corporation	☐ limited partnership, already formed	other (please specify):	PROC
☐ business trust	☐ limited partnership, to be formed		
to the first of the state of	Month Year	n _	PROC JUL 1
Actual or Estimated Date of Incorporati	- Links Hitch	Actual Estimated	The
urisdiction of Incorporation or Organiz	ation: (Enter two-letter U.S. Postal Service abbreviation CN for Canada: FN for other foreign jurisdiction		THOM FINAN
-	or tot outstand the for other total garages of	TIN	PINAN
PERSONAL INTERPRESENTATIONS			
Federal: Who Must File: All issuers making an o	offering of securities in reliance on an exemption under R	egulation D or Section 4(6), 17 CFR 230	
Federal: Who Must File: All issuers making an o 5 U.S.C. 77d(6). When to File: A notice must be filed no securities and Exchange Commission (S	offering of securities in reliance on an exemption under Roll later than 15 days after the first sale of securities in the ceEC) on the earlier of the date it is received by the SEC at date it was mailed by United States registered or certified	offering. A notice is deemed filed with the address given below or, if received	0.501 et seq. or the U.S.
15 U.S.C. 77d(6). When to File: A notice must be filed no Securities and Exchange Commission (Safter the date on which it is due, on the date of the	later than 15 days after the first sale of securities in the c SEC) on the earlier of the date it is received by the SEC at late it was mailed by United States registered or certified	offering. A notice is deemed filed with the the address given below or, if received a mail to that address.	0.501 et seq. or the U.S.
Federal: Who Must File: All issuers making an o 15 U.S.C. 77d(6). When to File: A notice must be filed no Securities and Exchange Commission (S offer the date on which it is due, on the o Where to File: U.S. Securities and Exch Copies Required: Five (5) copies of this	later than 15 days after the first sale of securities in the c SEC) on the earlier of the date it is received by the SEC at	offering. A notice is deemed filed with the address given below or, if received mail to that address. D.C. 20549	p.501 et seq. or the U.S. at that address
Federal: Who Must File: All issuers making an of 15 U.S.C. 77d(6). When to File: A notice must be filed no Securities and Exchange Commission (Sufter the date on which it is due, on the Copies Required: Five (5) copies of this must be photocopies of the manually signiformation Required: A new filing must	later than 15 days after the first sale of securities in the control of the date it is received by the SEC at late it was mailed by United States registered or certified mange Commission, 450 Fifth Street, N.W., Washington, is notice must be filed with the SEC, one of which must be med copy or bear typed or printed signatures. Set contain all information requested. Amendments need coed in Part C, and any material changes from the informat	offering. A notice is deemed filed with the title address given below or, if received mail to that address. D.C. 20549 e manually signed. Any copies not manually report the name of the issuer and offering the contract of the con	p.501 et seq. or the U.S. at that address hally signed
Federal: Who Must File: All issuers making an of 5 U.S.C. 77d(6). When to File: A notice must be filed no eccurities and Exchange Commission (Safter the date on which it is due, on the description of the complex Required: Five (5) copies of this must be photocopies of the manually signiformation Required: A new filing must hanges thereto, the information requestate pendix need not be filed with the SEC.	later than 15 days after the first sale of securities in the of SEC) on the earlier of the date it is received by the SEC at late it was mailed by United States registered or certified nange Commission, 450 Fifth Street, N.W., Washington, is notice must be filed with the SEC, one of which must be med copy or bear typed or printed signatures. It contain all information requested. Amendments need to din Part C, and any material changes from the information.	offering. A notice is deemed filed with the title address given below or, if received mail to that address. D.C. 20549 e manually signed. Any copies not manually report the name of the issuer and offering the contract of the con	e.501 et seq. or the U.S. at that address that address
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SEC 1972 (5-05)

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.

1 of 9

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 · 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. ■ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Audax Private Equity Business III, L.P. (General Partner of the Issuer) Business or Residence Address (Number and Street, City, State, Zip Code) 101 Huntington Avenue, Boston, MA 02199 ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Audax Holdings I, L.L.C. (General Partner of the General Partner of the Issuer) Business or Residence Address (Number and Street, City, State, Zip Code) 101 Huntington Avenue, Boston, MA 02199 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Audax Group L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 101 Huntington Avenue, Boston, MA 02199 Check Box(es) that Apply: ☑ Promoter Beneficial Owner □ Director General and/or Managing Partner Full Name (Last name first, if individual) Rehnert, Geoffrey S Business or Residence Address (Number and Street, City, State, Zip Code) 101 Huntington Avenue, Boston, MA 02199 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Wolpow, Marc B. Business or Residence Address (Number and Street, City, State, Zip Code) 101 Huntington Avenue, Boston, MA 02199 Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Promoter ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ■ Beneficial Owner ☐Executive Officer Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) B. INFORMATION ABOUT OFFERING

Yes

No

1. Has t	the issuer s	old, or do	s the issue	r intend to	sell, to non	ı-accredited	investors	in this offe	ring?		<u> </u>	M
Answer also in Appendix, Column 2, if filing under ULOE.												
2. Wha	t is the min	imum invo	stment tha	t will be a	ccepted fro	m any indi	vidual?	••••••	••••••	••••••	. <u>\$10,000</u>	0,000*
							n participa				Yes	No
3. Does	the offerir	ıg permit j	oint owner	ship of a si	ngle unit?	•••••			•••••••••	•••••	. 🛛	
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.												
Full Nat N/A	me (Last na N	ame first, i	f individua	i) 								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	ic)					
Name o	f Associate	d Broker o	r Dealer									
	Which Peck "All Sta									-	🗌 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	(ID)
[IL]	[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]
Full Nar	ne (Last na	ame first, i	f individua	l) 					-			
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie) 					
Name of	f Associate	d Broker o	r Dealer									
	Which Pe										🔲 A1	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[M]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	(TX)	[UT] ·	[VT]	[VA]	[WA] ————	[WV]	[WI]	[WY]	[PR]
Full Nar	ne (Last na	ime first, ii	individua	.) 								
Business	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	ie)	_				
Name of	f Associate	d Broker o	r Dealer							•		
	Which Pe ck "All Sta										🗌 Al	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]	[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]
_		C. OF	FERING P	RICE, NUI	MBER OF I	NVESTOR	S, EXPENS	ES AND U	SE OF PRO	OCEEDS		
1 Enter	the aggreg											
alread offeri	. 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											

	Type of Security	Offering Pr		Sold
	Debt	\$-0-		\$-0-
	Equity	\$- 0-		\$-0-
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$-0-		\$- 0-
	Partnership Interests	\$1,000,000,0	00	\$1,000,000,000
	Other (Specify)	\$-0-		\$- 0-
	Total	\$1,000,000,0	00	\$1,000,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.			
i F	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	77		\$1,000,000,000
	Non-accredited Investors	-0-		\$N/A
	Total (for filings under Rule 504 only)	-0-	_	\$N/A
	Answer also in Appendix, Column 4, if filing under ULOE.			
S	f this filing is for an offering under Rule 504 or 505, enter the information requested for all ecurities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) nonths prior to the first sale of securities in this offering. Classify securities by type listed in lart 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
1. 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		×	\$25,000
	Legal Fees	• • • • • • • • • • • • • • • • • • • •	Ø	\$200,000
	Accounting Fees		\boxtimes	\$25,000
	Engineering Fees			\$- 0-
	Sales Commission (specify finders' fees separately)			\$- 0-
	Other Expenses (identify) (Organizational and startup fees, postage, travel and general func		Ø	\$1,000,000
	expenses)		×	\$1,250,000

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
b.	tion I usted	\$998,750,000		
5.	each of the purposes shown. If the amou-	d proceeds to the issuer used or proposed to be used int for any purpose is not known, furnish an estimate. The total of the payments listed must equal the adjuesponse to Part C — Question 4.b above.	and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		□ <u>\$</u>	□ <u>s</u>
	Purchase of real estate		<u>\$</u>	□ <u>\$</u>
	Purchase, rental or leasing and instal	llation of machinery and equipment	□ <u>s</u>	<u> </u>
	Construction or leasing of plant build	dings and facilities	<u>s</u>	□ <u>\$</u>
	offering that may be used in exchang	uding the value of securities involved in this ge for the assets or securities of another issuer	<u> </u>	\$998,750,000
	Repayment of indebtedness		□ <u>s</u>	□ <u>\$</u>
	Working capital		□ <u>s</u>	□ <u>s</u>
	Other (specify):		□ <u>\$</u>	<u> </u>
			□ <u>s</u>	□ <u>s</u>
	Column Totals		□ <u>s</u>	\$998,750,000
	Total Payments Listed (column total	s added)	⋈ <u>\$99</u>	98,750,000
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an undertakin	igned by the undersigned duty authorized person. If g by the issuer to furnish to the U.S. Securities and I by the issuer to any non-accredited investor pursuar	Exchange Commission	on, upon written
Issu	er (Print or Type)	Signature	Date	
Auc	ax Private Equity Fund III, L.P.		June 7, 2007	7
Nar	ne of Signer (Print or Type)	Title of Signer Print or Type)		
M	arc B. Wolpaul	Authorized Person of Audax Holdings I, L.L.C., C	General Partner of the	General Partner of

---ATTENTION-----

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

	E. STATE SIGNATU	RE		
Is any party described in 17 CFR 230.262 of such rule?		isqualification provisions	Yes	No ⊠
	See Appendix, Column 5, for st	ate response.		
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	•	ator of any state in which this notice is fi	led, a noti	ice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state adminis	trators, upon written request, informatio	n furnish	ed by the
 The undersigned issuer represents that the Limited Offering Exemption (ULOE) of of this exemption has the burden of estable 	the state in which this notice is fi	led and understands that the issuer claim		
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and h	as duly caused this notice to be signed o	n its b e ha	ılf by the
Issuer (Print or Type)	Signature ///	Date		
Audax Private Equity Fund III, L.P.		June 7, 2007		
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
marc B. Wolpow	Authorized Person of Audax H	oldings I, L.L.C., General Partner of the	General F	'artner of

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

	1 2 3 4 5									
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Disqualifi under State d aggregate fering price tered in state Disqualifi under State (if yes, a explanate explanate waiver gr						
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		⊠	+	-0-	-0-	-0-	-0-		⊠	
AK		⊠	*	-0-	-0-	-0-	-0-		⊠	
AZ		Ø	*	-0-	-0-	-0-	-0-		⊠	
AR		×	•	-0-	-0-	-0-	-0-		⊠	
CA		☒	•	6	\$149,950,000	-0-	-0-		⋈	
со		፟	+	-0-	-0-	-0-	-0-		⊠	
ст		Ø	*	2	\$70,000,000	-0-	-0-		Ø	
DE		×	*	3	\$52,000,000	-0-	-0-		Ø	
DC		⊠	•	-0-	-0-	-0-	-0-		⊠	
FL		⊠	٠	3	\$9,000,000	-0-	-0-		⊠	
GA		⋈	•	2	\$2,250,000	-0-	-0-		⋈	
ні		⊠	•	-0-	-0-	-0-	-0-		Ø	
ID		. 	•	-0-	-0-	-0-	-0-		Ø	
ΙL		Ø	•	5	\$54,000,000	-0-	-0-		Ø	
IN		Ø		-0-	-0-	-0-	-0-		Ø	
ÍΑ		Ø		-0-	-0-	-0-	-0-		Ø	
KS		Ø	•	-0-	-0-	-0-	-0-		Ø	
KY		☒	•	-0-	-0-	-0-	-0-		×	
LA	۵	☒	•	-0-	-0-	-0-	-0-		×	
ME		☒	+	l	\$3,000,000	-0-	-0-		Ø	
MD		⊠	•	, 1	\$45,000,000	-0-	- 0-		Ø	
МА		⊠	•	17	\$171,850,000	-0-	-0-		⊠	
МІ		Ø	•	-0-	-0-	-0-	-0-		⊠	
MN		☒	•	2	\$7,000,000	-0-	-0-		⋈	
MS		⊠	•	-0-	-0-	-0-	-0-		☒	
мо		Ø	•	-0-	-0-	-0-	-0-		⊠	

^{*} Up to \$1,000,000,000 in limited partnership interests.

APPENDIX

1	;	2	3 Type of security	4				5 Disqualification under State ULOE		
		to sell	and aggregate							
		ccredited s in State	offering price offered in state			investor and rchased in State		explanation of		
		-Item 1)	(Part C-Item 1)		(Part	C-Item 2)		waiver granted) (Part E-Item 1)		
			,	Number of		Number of				
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No	
МТ		Ø	•	-0-	-0-	-0-	-0-		⊠	
NE		⊠	•	1	\$500,000	-0-	-0-		⊠	
NV		Ø	•	2	\$ 10,000,000	-0-	-0-		⊠	
NH		Ø	•	-0-	- 0-	-0-	-0-		⊠	
NJ		⊠	+	-0-	-0-	-0-	-0-		⊠	
NM		⊠	•	-0-	-0-	-0-	-0-		Ø	
NY		⋈	•	7	\$54,200,000	-0-	-0-		⊠	
NC	О	⊠	*	2	\$10,100,000	-0-	-0-		Ø	
ND		⋈	•	-0-	-0-	-0-	-0-		☒	
ОН		⊠	•	2	\$10,000,000	-0-	-0-		⊠	
OK		Ø	•	-0-	-0-	-0-	-0-		⊠	
OR		⊠	*	-0-	-0-	-0-	-0-		Ø	
PA		☒	•	4	\$76,250,000	-0-	-0-		☒	
RI		☒	4	-0-	-0-	-0-	-0-		⊠	
SC		Ø	•	-0-	-0-	-0-	-0-		⊠	
SD		⊠	•	-0-	-0-	-0-	-0-		☒	
TN		⊠	•	-0-	-0-	-0-	-0-		☒	
TX		⊠	•	i	\$10,000,000	-0-	-0-		⊠	
UT		⊠	•	-0-	-0-	-0-	-0-		⊠	
VT		⊠	•	-0-	-0-	-0-	-0-		⊠	
VA		×	•	• 2	\$28,500,000	-0-	-0-		☒	
WA		⊠	•	2	\$15,000,000	-0-	-0+		⊠	
wv		☒	+	-0-	-0-	-0-	-0-		Ø	
WI		Ø	•	-0-	-0-	-0-	-0-		- ⊠	
WY		⋈	•	-0-	-0-	-0-	-0-		Ø	
PR		Ø	•	-0-	-0-	-0-	-0-		☒	

^{*} Up to \$1,000,000,000 in limited partnership interests.

