FORM D

318416 **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

MB Number:3235-0076  xpires:April 30, 2008  stimated average burden  ours per form16.00			
OMB Number:	3235-0076		
Expires:	April 30, 2008		
Estimated average	burden		
hours per form	16.00		
SEC US	E ONLY		

**DATE RECEIVED** 

Serial

**Prefix** 

OMB ADDDOVAL

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U/U/2233

Name of Offering	( check if this is an ar		nas changed, and in	dicate change.)			_
Filing Under (Check b	<u> </u>	[] Rule 504	☐ Rule 505	☑ Rule 506	☐ Section 4	(6) EIVI ÚLO	 E
Type of Filing:	☐ New Filing	☑ Amendment				ν., γ.,	(CA)
		A. BASIC	IDENTIFICAT	ON DATA	JUL	152001	j.
1. Enter the informa	ation requested about the	issuer			1881		<i>j</i> '
Name of Issuer	check if this is an arr	nendment and name h	as changed, and inc	licate change.	184	183 🔑	•
K2 Summit Partners	, LLC						
Address of Executive	Offices:		(Number and Stree	t, City, State, Zip Co	de) Telephoi	ne.Number (Inc	luding Area Code)
c/o K2 Advisors, L.L	.C., 300 Atlantic Street,	12 <sup>th</sup> Floor, Stamford,	Connecticut 0690	1		(203)348.	
Address of Principal C	Offices	<u></u>	(Number and Stree	t, City, State, Zip Coo	de) Telephoi	ne Number (Inc	luding Area Code)
(if different from Execu	utive Offices)			PROCES	SED		
Brief Description of Bu	usiness: Private inv	restment Company		JUL 192	ome 5		,
Type of Business Org	anization						
	corporation	☐ limited pa	artnership, already i	ormed IHOMS	other (pleas	se specify)	
	business trust	🔲 limited pa	artnership, to be for	med FINANCI	Almited Liabilit	y Company	
			Month	Year			<del></del>
Actual or Estimated Da	ate of Incorporation or O	rganization:	0 4	_ o_ J	4	Actual	☐ Estimated
Jurisdiction of Incorpor	ration or Organization: (i	Enter two-letter U.S. P	ostal Service Abbre	viation for State;	<del></del>		
		CN	l for Canada; FN fo	other foreign jurisdic	ction)	D E	

# **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, 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 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.

#### 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. □ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director Check Box(es) that Apply: K2 Advisors, L.L.C. Full Name (Last name first, if individual): Business or Residence Address (Number and Street, City, State, Zip Code): 300 Atlantic Street, 12th Floor, Stamford, Connecticut 06901 ☐ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Check Box(es) that Apply: Full Name (Last name first, if individual): Douglass III, William A. Business or Residence Address (Number and Street, City, State, Zip Code): c/o K2 Advisors, L.L.C. 300 Atlantic Street, 12th Floor, Stamford, Connecticut 06901 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): Saunders, David C. Business or Residence Address (Number and Street, City, State, Zip Code): c/o K2 Advisors, L.L.C. 300 Atlantic Street, 12th Floor, Stamford, Connecticut 06901 ☐ Director Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ General and/or Managing Partner Full Name (Last name first, if individual): John T. Ferguson Business or Residence Address (Number and Street, City, State, Zip Code): c/o K2 Advisors, L.L.C. 300 Atlantic Street, 12th Floor, Stamford, Connecticut 06901 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): New Mexico State Investment Council Business or Residence Address (Number and Street, City, State, Zip Code): 2055 South Pacheco Street, Santa Fe, New Mexico 87505 Check Box(es) that Apply: ☐ Promoter ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual): Kern County Employees' Retirement Association Business or Residence Address (Number and Street, City, State, Zip Code): 1115 Truxton Avenue, Bakersfield California □ Director Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if Individual): Board of Fire & Police Pension Comm. Business or Residence Address (Number and Street, City, State, Zip Code): c/o K2 Advisors, L.L.C. 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

A. BASIC IDENTIFICATION DATA

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

					, B.	INFOR	MATION	ABOUT	OFFER	RING			
1. H	las the issue	er sold, or	does the is	ssuer inten			redited inve pendix, Co				•••••	☐ Yes	⊠ No
2. V	/hat is the n	ninimum ir	vestment	that will be	accepted	from any i	individual?		***************************************	***************************************	••••••		000,000* e waived
	oes the offe			-	•							⊠ Yes	□No
a o a	nter the info ny commiss ffering. If a nd/or with a ssociated po	ion or simi person to state or st	ilar remune be listed is tates, list th	eration for an assoc ne name o	solicitation iated perso f the broke	of purcha on or agen er or deale	sers in con it of a brok r. If more	nnection w er or deale than five (	ith sales o er registere 5) persons	f securities od with the to be liste	s in the SEC d are		
Full Na	ame (Last na	ame first, i	f individual	)						·			
Busine	ess or Resid	ence Addr	ess (Numb	per and St	reet, City,	State, Zip	Code)						
Name	of Associate	ed Broker	or Dealer							7 174.1			
	in Which Pe										····		☐ All States
□ [AL											☐ (HI)	[ID]	
	□ [IN]	[AI]	🔲 [KS]	[KY]	☐ [LA]	☐ [ME]	[MD]	[MA]	[MI]	[MN]	☐ [MS]	[MO]	
□ [MT	] [NE]	□ [NV]	□ [NH]	[NJ]	[MM]	□ [NY]	□ [NC]	□ (ND)	[HO]	□ (OK)	□ [OR]	□ [PA]	
□ [RI]	☐ (SC)	☐ [SD]	□ [TN]	[XT]	[עדן] 🗀		□ [VA]	□ [WA]	□ [WV]	[w]		☐ [PR]	
Full Na	ime (Last na	ame first, i	f individual	)		,,				,			
Busine	ss or Resid	ence Addr	ess (Numb	per and St	reet, City, S	State, Zip	Code)						
Name	of Associate	d Broker o	or Dealer			<del></del>						<del></del>	
	in Which Pe								*****				☐ All States
☐ [AL	☐ [AK]	□ [AZ]	☐ [AR]	☐ [CA]			□ (DE)		☐ (FL)	☐ [GA]	□ (HI)	□ [ID]	
	□ [NI]	□ [IA]	[KS]	□ [KY]	[/_A]	☐ [ME]	☐ [MD]	☐ [MA]	[Mi]	☐ [MN]	☐ [MS]	[MO]	
□ [MT	]   [NE]	[NV]	□ [NH]	[NJ]	□ [NM]	□ [ИҮ]	☐ [NC]	□ [ND]	□ [OH]	□ [OK]	□ [OR]	☐ [PA]	
☐ [RI]		☐ [SD]		□ [XT]	[עט]	[VT]	□ [VA]	[WA]		[WI]	[WY]	[ PR]	
Full Na	me (Last na	me first, if	individual	)			, , , , , , , , , , , , , , , , , , , ,			•		-	
Busine	ss or Reside	ence Addre	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)						
Name	of Associate	d Broker o	or Dealer	•									
	in Which Pe heck "All St					olicit Purch	nasers						☐ All States
☐ [AL]		_	_		☐ [CO]		□ (DE)	□ [DC]	□ [FL]	☐ [GA]	[HI]	□ (ID)	<u> </u>
	□ [IN]	□ {IA}	[KS]	[KY]	□ [l.A]	☐ [ME]	☐ [MD]	☐ [MA]	[MI]	☐ [MN]	☐ [MS]	[MO]	
	] [NE]	□ [NV]	□ [NH]	[NJ]	[NM]	□ [NY]	□ [NC]	[ND]			□ [OR]	□ [PA]	
☐ (RI)		[SD]	[MT]	□ (TX)	[דט] 🔲	□ (VT)	□ [VA]	□ [WA]	□ (WV)		□ [WY]	□ (PR)	

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

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	ND U	SE OF PROCEE	DS	
1.	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 \( \square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	0
	☐ Common ☐ Preferred				-
	Convertible Securities (including warrants)	\$	0	\$	0
	Partnership Interests	\$	0	\$	0
	Other (Specify) Membership Interests	\$	300,000,000	\$	236,527,298
	Total	\$	300,000,000	\$	236,527,298
	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 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		30	\$	236,527,298
	Non-accredited Investors		n/a	\$	n/a
	Total (for filings under Rule 504 only)		0	\$	0_
	Answer also in Appendix, Column 4, if filing under ULOE				
<b>3</b> .	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		Types of Security		Dollar Amount Sold
	Rule 505		n/a	\$	n/a
	Regulation A		n/a	\$	n/a
	Rule 504		n/a	<u>\$</u>	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			\$	0
	Printing and Engraving Costs		🗖	\$	0
	Legal Fees		🛛	\$	12,074
	Accounting Fees			\$	0
	Engineering Fees		🗆	\$	0
	Sales Commissions (specify finders' fees separately)			\$	0
	Other Expenses (identify)			\$	0

Total......

12,074

4	b.Enter the difference between the aggregate offering price given in response to Part C–C and total expenses furnished in response to Part C–Question 4.a. This difference is the "agross proceeds to the issuer."	adjusted			<u>\$</u> :	299 <b>,</b> 987	,926
5	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed used for each of the purposes shown. If the amount for any purpose is not known, furnish estimate and check the box to the left of the estimate. The total of the payments listed mu	to be an ast equal					
	and aspected group proceeds to the labels set forth in response to 1 art 0 = question 4.0. a		Óff Direc	icers, ctors &			
	Salaries and fees		\$	0		\$	0
	Purchase of real estate		5	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 the value of securities involved in this	r			_		
	pursuant to a merger		\$	0		\$	0
	Repayment of indebtedness		\$	0		\$	0
	Working capital		\$	0	$\boxtimes$	<b>\$</b> 299,98	37,926
	Other (specify):		\$	0		\$	0
			\$	0_		\$	0
•	Column Totals		\$	0	$\boxtimes$	\$ 299,9	987,926
	Total payments Listed (column totals added)	expenses furnished in response to Part C-Question 4.a. This difference is the 'adjusted creads to the lisus' exceeds the lisus' exceeds the lisus' exceeds to the lisus' exceeds the lisu	7,926				
	D EEDEPAI SIGNATUS	) F					
Th		<del></del>	otice is filed	under Rule 5	05 the	following sig	natura
COI	nstitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comm	ission, up	on written red	uest of its st	aff, the	information	furnished
				Date	e	<del></del>	
2	Summit Partners, LLC			Ju1	y 11.	2007	
Na	me of Signer (Print or Type)  Title of Signer (Print or Type)				-		
Jo	hn T. Ferguson Chilef Operating Officer, K2 A	dvisors, L	L.C., its Me	mber Manag	er ———		
	•						
gross proceeds to the issuer. "  ""  ""  ""  ""  ""  ""  ""  ""  ""							
	itiate below the amount of the adjusted gross proceeds to the issuer used or proposed to be do foreith of the purposes shown. If the amount for any purpose is not known, furnish an immate and check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.    Payments to Officers, Directors & Payments to Officers, Directors & Payments to Officers, Directors & Payments of Cheers   Salaries and fees						
						\$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 299,987,926 \$ 0 \$ 299,987,926 The following signature the information furnished 11, 2007	
gross proceeds to the issuer.  Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furtish an estimate and check the box to the left of the estimate. The total of the gamments lated must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.    Purchase of real estate   \$ 0   \$ \$							
	ATTENTION					<u>,                                      </u>	
	Intentional misstatements or omissions of fact constitute federal c	riminal vi	olations. (Se	e 18 U.S.C.	1001.)		

# E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

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.
- 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.

·		
Issuer (Print or Type)	Signature	Date
K2 Summit Partners, LLC	1 heline	July 11, 2007
Name of Signer (Print or Type)	Tritle of Signer (Print or Type)	
John T. Ferguson	Chief Operating Officer, K2 Advisors, L.L.C., i	ts Member Manager
_	N (	

## Instruction:

Print the names 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 not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		· · .	4	AP	PENDIX				•	
1	:	2	3		· · · · · · · · · · · · · · · · · · ·	4			 5	
	to non-a investors	I to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State {Part C - Item 2}					
State	Yes	No	Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL		х	\$300,000,000	6	\$4,050,000	0	\$0		х	
AK							<del></del>			
AZ	•									
AR										
CA	·	х	\$300,000,000	4	\$170,000,000	0	\$0		х	
СО		х	\$300,000,000	1	\$1,000,000	0	\$0		x	
СТ		х	\$300,000,000	6	\$1,757,115	0	\$0		х	
DE										
DC										
FL		х	\$300,000,000	3	\$3,500,00	0	\$0		Х	
GA										
н										
ID										
IL										
IN										
IA								1		
KS										
KY										
LA		x	\$300,000,000	1	\$1,800,000	0	\$0		Х	
ME										
MD		X	\$300,000,000	1	\$1,000,000	0	\$0		х	
MA										
МІ										
MN										
MS		х	\$300,000,000	3	\$2,000,000	0	\$0		х	
МО										
МТ										
NE										
NV										
NH										
NJ										
NM		Х	\$300,000,000	1	\$50,000,000	0	\$0		х	

				АР	PENDIX					
1	;	2	3	······································	Type of investor and Amount purchased in State (Part C – Item 2)					
	to non-ad		Type of security and aggregate offering price offered in state (Part C – Item 1)							
State	Yes	No	Membership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NY		Х	\$300,000,000	2	\$720,183	0	\$0		х	
NC				_			_			
ND										
ОН				<u> </u>			· · · · · · · · · · · · · · · · · · ·			
ОК										
OR				· · · · · ·						
PA										
Ri										
sc										
SD										
TN										
тх		х	\$300,000,000	1	\$600,000	0	\$0		х	
UT										
VT										
VA		х	\$300,000,000	1	\$100,000	0	\$0		х	
WA				-			<del>-</del>			
wv										
WI				·						
WY										
Non				<del></del>		1				

# **END**