

# 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

OMB Number: 3235-0076 Expires:: Estimated average burden hours per response	OMB ALL RC	/ Y A L
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OMB ARROWAL

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  HRJ Global Buy-Out III Cayman (U.S.), L.P.	
Filing Under (Check box(es) that apply):  Rule 504 Rule 505 Rule 506  Type of Filing:  New Filing Amendment	Section 4(6) 🛛 ULOE
A. BASIC IDENTIFICATION DATA	PHUUESSE
1. Enter the information requested about the issuer  Name of Issuer  ( check if this is an amendment and name has changed, and indicate change.  HRJ Global Buy-Out III Cayman (U.S.), L.P.	E AUG 2 4 2007
Address of Executive Offices (Number and Street, City, State, Zip Code) 2965 Woodside Road, Woodside, CA 94062	Telephone Number (Including Are TATANCIAL (650) 327-5023
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Private Equity Investment	
Type of Business Organization  corporation limited partnership, already formed business trust limited partnership, to be formed	(please specify): 07075284
Actual or Estimated Date of Incorporation or Organization:    Month   Year	Actual Estimated State:

#### **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).

CN for Canada; FN for other foreign jurisdiction)

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 predicted on the filing of a federal notice.

Persons who are to 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.

SEC 1972 (6-02)

#### A. BASIC IDENTIFICATION DATA 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 $\square$ General and/or Managing Partner Full Name (Last name first, if individual) Barton, Harris **Business or Residence Address** (Number and Street, City, State, Zip Code) 2965 Woodside Road, Woodside, CA 94062 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner **Executive Officer** Ø General and/or Director Managing Partner Full Name (Last name first, if individual) Lott, Ronnie Business or Residence Address (Number and Street, City, State, Zip Code) 2965 Woodside Road, Woodside, CA 94062 Check Box(es) that Apply: Beneficial Owner **Executive Officer** Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Morgan Investment Holdings Limited **Business or Residence Address** (Number and Street, City, State, Zip Code) P.O. Box 119, Martello Court, Admiral Park, St. Peter Port, Guernsey GYI 3HB Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Security Pacific Finance LTD **Business or Residence Address** (Number and Street, City, State, Zip Code) P.O. Box 48, Canada Court, Upland Road St. Peter Port, Guernsey GYI 3BQ Check Box(es) that Apply: Promoter ■ Beneficial Owner **Executive Officer** General and/or Director Managing Partner Full Name (Last name first, if individual) Taube Foundation for Jewish Life and Culture **Business or Residence Address** (Number and Street, City, State, Zip Code) 121 Steuart Street, San Francisco, CA, 94105 Check Box(es) that Apply: ☐ Beneficial Owner ☐ Promoter **Executive Officer** 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)

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	1				B.	INFORMA	ATION AB	OUT OFFE	ERING				
Answer also in Appendix, Column 2, if filing under ULOE.   S N/4													No
What is the minimum investment that will be accepted from any individual?   S   Na	I. Has	<del>-</del>							L	×			
3. Does the offering permit joint ownership of a single unit?	2 Who											¢	<b>-1</b> 0
3. Does the offering permit joint ownership of a single unit?	Z. Wila	What is the minimum investment that will be accepted from any individual?											
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, upstered 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. Journal of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. Journal of the broker or dealer. Journal of the broker or dealer. Journal of the broker or dealer only.  Full Name (Last name first, if individual)  Winters, Randall S.  Business or Residence Address (Number and Street, City, State, Zip Code)  1033 Skokle Boulevard, Suite 439, Northbrook, IL. 60062  Name of Associated Broker or Dealer  E.L.K. Capital Advisors  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FE] [GA] [HI] [ID] [IL]X [IN] [IA] [KS] [KY] [I.A] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MT] [NF] [NF] [NF] [NF] [NF] [NF] [NF] [NF													
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Accounting Fees \$		C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEEDS	ï
Debl.   Equity	1.	Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \bar{\pi} \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	<b>40 4</b>	-
Equity			<del>-</del>	•
Convertible Securities (including warrants)   S				3
Convertible Securities (including warrants)			\$	\$
Partnership Interests		<del>-</del>	c	¢.
Other (Specify)		· · · · · · · · · · · · · · · · · · ·		
Total 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 in this offering and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited investors 3		·		\$1,600,000.00_
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   Dollar Amount of Purchases   Aggregate   Number   Investors   Aggregate   Dollar Amount of Furchases   Substitute   Substitute		Other (Specify)		\$
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		Total	\$1,600,000.00	\$1,600,000.00
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		Answer also in Appendix, Column 3, if filing under ULOE.		
Accredited investors Dollar Amount of Purchases  Accredited investors 3 \$ 1.600,000.00  Non-accredited Investors 5 Total (for filings under Rule 504 only) \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	2.	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		
Non-accredited Investors				Dollar Amount
Non-accredited Investors		Accredited investors	3	\$_1,600,000.00
Total (for fittings 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.  Type of Offering Rule 505.  Regulation A  Rule 504  Total  4. 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  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Sold  Type of Offering Security  Sold  Type of Security  Sold Sales Commissions (specify finders' fees separately)  Other Expenses (identify)				\$
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.  Type of Offering  Rule 505				<u></u>
Type of Offering  Rule 505	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		
Regulation A		Type of Offering	• •	
Rule 504		Rule 505		\$
4. 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		Regulation A		<b>s</b>
4. 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		Rule 504		\$
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         □         \$	4.	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		
Legal Fees       \$		Transfer Agent's Fees		\$
Accounting Fees		Printing and Engraving Costs		s
Engineering Fees		Legal Fees	$\boxtimes$	\$_ 25,000.00
Sales Commissions (specify finders' fees separately)		Accounting Fees		s
Sales Commissions (specify finders' fees separately)		Engineering Fees		\$
Other Expenses (identify) \$				
			_	
		·	_	

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF PROCEEDS	
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		<b>\$</b> 1,575,000.00
•	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and che the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceed to the issuer set forth in response to Part C — Question 4.b above.	ck	
		Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees	<b>S</b>	<b>S</b>
	Purchase of real estate	□ \$	<b>S</b>
	Purchase, rental or leasing and installation of machinery and equipment	<b>S</b>	□ \$
	Construction or leasing of plant buildings and facilities	<b>\$</b>	□ \$
	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)	□ \$	<b></b>
	Repayment of indebtedness	□ \$	<b>S</b>
٠	Working capital	<b>S</b>	\$1,575,000.00
	Other (specify):	□ s	<b></b>
	Column Totals	<b>S</b>	1,575,000.00
	Total Payments Listed (column totals added)	「 <b>]</b> \$1,575,0	00.00

[FEDERAL SIGNATURE PAGE FOLLOWS]

	•	
1	). FEDI	ERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature / O O	Date					
HRJ Global Buy-Out III Cayman (U.S.), L.P.	Signature Chy/hnll	8/16/07					
N'ame of Signer (Print or Type)	Title of Signer (Print or Type)	-					
Cory Pavlik	Chief Financial Officer	Chief Financial Officer					
	HRJ GBO III Management GP, L.L.C., General Partner of the Issuer						

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

