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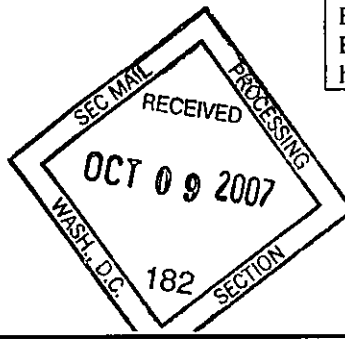
FORM D

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 APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00



SEC USE ONLY table with Prefix, Serial, DATE RECEIVED fields

Name of Offering (check if this is an amendment and name has changed, and indicate change:)

CIM Fund III, L.P. Limited Partnership Interests

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment



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A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

CIM Fund III, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 6922 Hollywood Blvd., Suite 900 Los Angeles, CA 90028 323-860-4900

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Same as above Same as above

Brief Description of Business

CIM Fund III, L.P. will invest in debt, equity or other interests in real estate and real estate related assets.

Type of Business Organization

corporation, limited partnership, already formed, limited partnership, to be formed, other (please specify)

Actual or Estimated Date of Incorporation or Organization: Month Year 05 06 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

PROCESSED OCT 11 2007 THOMSON FINANCIAL

I. 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. Information Required: A new filing must contain all information requested. 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.

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.

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 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

	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify <u>Limited Partnership Interests</u>).....	\$ 1,268,640,000	\$ 1,268,640,000
 Total.....	 \$ 1,268,640,000	 \$ 1,268,640,000

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.....	15	\$ 1,268,640,000
Non-accredited investors.....	0	\$ 0
Total (for filings under Rule 504 only).....	N/A	N/A

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	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

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.....	<input type="checkbox"/>	\$0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$22,570*
Legal Fees.....	<input checked="" type="checkbox"/>	\$825,465*
Accounting Fees.....	<input type="checkbox"/>	\$0
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$0
Other Expenses (identify) <u>Document Preparation and Delivery and Travel</u>	<input checked="" type="checkbox"/>	\$151,965*
Total.....	<input checked="" type="checkbox"/>	\$1,000,000*

*These amounts are based on the fact that the issuer's general partner is obligated to pay all placement agent fees and to reimburse the issuer for all other offering expenses to the extent that they exceed \$1,000,000.

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

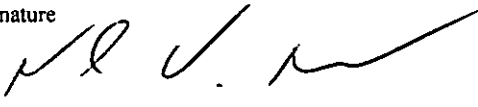
\$ 1,267,640,000

5. 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, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates		Payments To Others	
Salaries and fees	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase of real estate	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
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).....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Working capital	<input type="checkbox"/>	\$ <u>0</u>	<input type="checkbox"/>	\$ <u>0</u>
Other (specify): <u>Investment in debt, equity or other interests in real estate and real estate related assets.</u>	<input type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>1,267,640,000</u>
Column Totals	<input type="checkbox"/>	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>1,267,640,000</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>1,267,640,000</u>		

D. FEDERAL 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) CIM Fund III, L.P.	Signature 	Date October 9, 2007
Name of Signer (Print or Type) Nicholas Morosoff	Title of Signer (Print or Type) Secretary of CIM Fund III GP, LLC, general partner of the issuer	

END

ATTENTION

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