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November 2, 2007

VIA FEDERAL EXPRESS

Division of Corporation Finance 100 F Street, N.E. Washington, D.C. 20549

Securities and Exchange Commission

Goldman Sachs Private Equity Partnerssm IX Employee Fund, L.P. Re: (Goldman Sachs Private Equity Partners IX PMD QP Fund, L.P.) Goldman Sachs Private Equity Partners IX Employee Fund Offshore, Ltd. Goldman Sachs Private Equity Partnerssm IX PMD QP Fund Offshore, Ltd.

Ladies and Gentlemen:

Our clients, referenced above, have sold Limited Partnership Interests and Shares to a number of accredited investors in transactions exempt from registration under the Securities Act of 1933 pursuant to Rule 506 of Regulation D promulgated thereunder. In connection with these transactions, enclosed please find five copies of each of the relevant Form Ds, one of which has been manually executed.

If you have any questions concerning this matter, please do not hesitate to call me at the number shown above.

A copy of this letter is enclosed. In order to acknowledge receipt of this filing please receipt stamp the copy and return it in the self-addressed envelope provided.

Thank you for your kind assistance in this matter.

Very truly yours.

Jdyce W. Chang Legal Assistant

JWC:jwc: 716529.1

Enclosures

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FO	RM	ח

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30, 2008							
OMB Number:	323	5-0076					
Expires: A	pril 30, 20	800					
Estimated avei	age burd	en					
hours per resp	onse:	16.00					

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Prefix		Serial						
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	nent and name has changed, and indicate change.)	
Goldman Sachs Private Equity Partn	ers sm IX PMD QP Fund, L.P.: Limited Par	tnership Interests
Filing Under (Check box(es) that apply):	Rule 504 □ Rule 505 ☑ Rule 506	☐ Section 4(6) ☐ ULOE
Type of Filing: ☑ New Filing ☐Amendm	ent	
	A. BASIC IDENTIFICATION DATA	talen a francisco de la companya de
1. Enter the information requested about the iss	uer	
Name of Issuer (check if this is an amendo	nent and name has changed, and indicate change.)	
Goldman Sachs Private Equity Partn	ers sm IX PMD QP Fund, L.P.	
Address of Executive Offices (N	(umber and Street, City, State, Zip Code)	Telephone Number (including Area Code)
85 Broad Street, New York, NY 1000)4	(212) 902-1000
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		
Brief Description of Business		
To operate as a private investment fu	nd.	· ·
	·	
Type of Business Organization		
□ corporation	☑ limited partnership, already formed	Oother (please specify):
□ business trust	☐ limited partnership, to be formed	
	Month Year	
Actual or Estimated Date of Incorporation or Or	ganization: 0 7 0 7	☑ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbreviat	ion for
	State: CN for Canada; FN for other foreign jur	isdiction) 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.

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.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

			A. BASIC IDI	ENTIFIC	CATION DAT	A				(2.43)
2.	Enter the information reques	ted for the follo	wing:							
	* Each promoter of the is	suer, if the issue	er has been organiz	ed within	the past five year	rs;				
	 Each beneficial owner l of the issuer; 	naving the powe	r to vote or dispose	e, or direc	t the vote or disp	osition	of, 10% or	more (of a class of equity secu	ırities
	* Each executive officer a	and Director of	corporate issuers ar	nd of corp	orate general and	l manag	ing partner	s of pa	artnership issuers; and	
	 Each general and management 	ging partner of p	artnership issuers.							
Che		Z Promoter* [Issuer's Investment	☐ Beneficial Ow nent Manager	ner 🛘	Executive Offic	er 🗆	Director		General and/or Managing Partner	
	ll Name (Last name first, if ind oldman Sachs Asset Managen	•								
	isiness or Residence Address Old Slip, New York, NY 100		treet, City, State, Z	ip Code)						
Che	eck Box(es) that Apply:] Promoter [☐ Beneficial Ow	ner □	Executive Office	er : 🗘	Director	Ø	General Partner and/o Managing Partner	ır (. /
	ll Name (Last name first, if ind Ildman Sachs Private Equity		Employee Fund G	P, L.L.0		, 40° 5				(((((((((((((((((((
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	ll Name (Last name first, if indi oldman Sachs Private Equi		IX Employee]	Fund , L	.P.				,	
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Chec	eck Box(es) that Apply:	Promoter E	l Beneficial Own		Executive Office Issuer's General l		☑ Director	r*	☐ General Partner an Managing Partner	d/or
	l Name (Last name first, if indi	vidual) ,								
	siness or Residence Address Broad Street, New York, NY		reet, City, State, Zi	p Code)						
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Adle	er, Ben								·	
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Chec	ck Box(es) that Apply: 🛛	Promoter 🛘	Beneficial Own		Executive Office ssuer's General I		Director	7 4 7 7 4 7 6 6 7	General Partner and/or naging Partner	1/2
har.	Name (Last name first, if indivilo, John F.	ridual)								
7265 74	iness or Residence Address (Broad Street, New York, NY		eet, City, State, Zi	Code)						

	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 secur of the issuer;	ities
	* 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.	
Che	eck Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General Partner and/or *of the Issuer's General Partner Managing Partner	
200	l Name (Last name first, if individual) rbetta, Jennifer	
Bus	siness or Residence Address (Number and Street, City, State, Zip Code) Broad Street, New York, NY 10004	
	eck Box(es) that Apply:	
	l Name (Last name first, if individual) neim, Marc	
Bus	siness or Residence Address (Number and Street, City, State, Zip Code) Broad Street, New York, NY 10004	
Che	ck Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General Partner and/or tof the Issuer's General Partner Managing Partner	
	Name (Last name first, if individual) scher, Ryan	
1.16	iness or Residence Address (Number and Street, City, State, Zip Code) (1) (2) (3) (4) (5) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	
Che	ck Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General Partner and/or *of the Issuer's General Partner Managing Partner	
	Name (Last name first, if individual) ndmeyer, Michael J.	
	iness or Residence Address (Number and Street, City, State, Zip Code)	
200 40000	Broad Street, New York, NY 10004 ck Box(es) that Apply: □ Promoter □ Beneficial Owner □ Executive Officer*□ Director □ General Partner and/or- *of the Issuer's General Partner.	
A Table 1	Name (Last name first; if individual)	
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	ck Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General Partner and/or *of the Issuer's General Partner Managing Partner	40.7
	Name (Last name first, if individual) so, Michael	
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	ck Box(es) that Apply:	
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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 office* Each general and ma			-	f cor	porate general an	d mana	ging partner	s of p	artnership issuers; and
Check Box(es) that Apply:	☐ Promoter		Beneficial Owner		Executive Officie Issuer's Gener	化海霉 医角膜 医皮肤 医	おんしょう ちゅうそうしょう	□.	General Partner and/or Managing Partner
Full Name (Last name first, if i Press, Brandon T.	ndividual)								
Business or Residence Address 85 Broad Street, New York, N	National Control of the Control of t	d Stre	et, City, State, Zip (ode					
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Full Name (Last name first, if i Proctor, Mark	ndividual)								
Business or Residence Address 85 Broad Street, New York, N		d Stre	et, City, State, Zip (Code)				-	
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Check Box(es) that Apply:	☐ Promoter		Beneficial Owner		Executive Office	er 🛘	Director	D	General Partner and/or Managing Partner
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(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

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 \(\sigma\) 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	9	5	0
	Equity	-			, }	
	☐ Common ☐ Preferred		,	-	-	
	Convertible Securities (including warrants)	\$	0	9	5	0
	Partnership Interests			-	- -	
	Other (Specify)			-	-	0
	Total				' - }	
	Answer also in Appendix, Column 3, if filing under ULOE.	" –	98,772,500	- 4	–	98,772,500
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."					Aggregate
			Number Investors			Dollar Amount of Purchases
	Accredited Investors	_	4	. \$;_	98,772,500
	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			Dollar Amount
	Type of offering		Security			Sold
	Rule 505		N/A	\$		N/A
	Regulation A		N/A	\$		N/A
	Rule 504	_	N/A	\$	_	N/A
	Total		N/A	\$		N/A
th th	a. Furnish a statement of all expenses in connection with the issuance and distribution of e securities in this offering. Exclude amounts relating solely to organization expenses of e issuer. The information may be given as subject to future contingencies. If the amount of 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			\$		0
	Accounting Fees			\$		0
	Engineering Fees			\$		0
	Sales Commissions (specify finders' fees separately)			\$	_	0
	Other Expenses (identify) legal and miscellaneous			\$		0
	Total			\$		0*
	*All expenses in connection with this offering are paid by Goldman Sachs and therefore the expenses will not lessen the amount of proceeds available for use.				_	

 Enter the difference between the aggre- Question 1 and total expenses furnished 								
difference is the "adjusted gross proceeds	to the issuer."	ut C • Questiona				\$_		98,772,500
 Indicate below the amount of the adjusted to be used for each of the purposes shown furnish an estimate and check the box payments listed must equal the adjusted g to Part C - Question 4.b. above. 	 If the amount for to the left of the e 	any purpose is not l stimate. The total	know of th	n, ie				
					Payments to Officers, Directors, & Affiliates			Payments To Others
Salaries and Fees				\$_	0		\$	0
Purchase of real estate				\$	0	_ 🗆	\$	0
Purchase, rental or leasing and installation	of machinery and ed	quipment		\$	00	_ 🗆	\$_	0
Construction or leasing of plant buildings	and facilities			\$	0		\$_	0
Acquisition of other businesses (including this offering that may be used in excha another issuer pursuant to a merger)	nge for the assets	or securities of		\$	0		\$	0
Repayment of indebtedness	······································			\$	0		\$	0
Working capital	***************************************			\$	0		\$	0
Other (specify): Investment capital				\$	0	Ø	\$	98,772,500
Column Totals	•••••••••••••••••••••••••••••••••••••••			\$	0		\$_	98,772,500
Total Payments Listed (column totals adde	d)			1	Z \$	98,77	2,500	
	o eedê	RATESTONATUR	P F	i gio i		6 K. 7 K.	70.70	The South
The issuer has duly caused this notice to be following signature constitutes an undertaking its staff, the information furnished by the issue	signed by the under	ersigned duly authoralish to the U.S. Secu	rized irities	person and E	. If this notice xchange Commis	sion, up		
ssuer (Print or Type) Goldman Sachs Private Equity Partners sm IX PMD QP Fund, L.P.	Signature	ett			Date November	2007		
lame of Signer (Print or Type)	Title of S gner (Pr	int or Type)			٠.			
	ī							

ATTENTION

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

1		2	3			4			5
	to non-a	i to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount purc	nvestor and chased in State C-Item 2)		under S (if ye expla waiver	alification tate ULOE s, attach nation of granted) E-Item 1)
			Limited Partnership	Number of Accredited		Number of Non-Accredited			
State	Yes	No	Interests	Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
СО									
CT									
DE		X	\$98,772,500	2	\$97,772,500	0	0.		X
DC									
FL									
GA									
ні									
ID									
IL							· · · · · · · · · · · · · · · · · · ·		
IN					· · · · · · · · · · · · · · · · · · ·				
IA					. ,				
KS									
KY									
LA						·	•		
ME									
MD		$\neg \neg \uparrow$						·	
MA		$\overline{\mathbf{x}}$	\$98,772,500	1	\$500,000	0	0		X
MI									
MN									
MS									
мо				• •					

					APPENDIX				
1		2	3	<u> </u>		4			5
	to non-a	l to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of In amount purc (Part C		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE									
NV									
NH									
NJ					,				
NM						·			
NY		X	\$98,772,500	1	\$500,000	0	0		X
NC			•						
ND							·		
ОН									
OK									
OR									
PA									
RI		· .				·			
SC	-								
SD									
TN									
TX			,						
UT									
VT	· [
VA							· · · · · · · · · · · · · · · · · · ·		
WA									
wv									
WI									
WY			:	·					
PR									