### 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 OMB Number: 3235-0076

Expires:

April 30, 2008

Estimated average burden

hours per form......16.00

SEC USE ONLY					
Prefix			Serial		
	1	L_			
	DATE RI	ECEIVED			

Name of Offering ([ ] check if this is an amendment a	and name has chang	ged, and indicate	change.)			
Onex Partners III LP - Offering of Limited Partner	ership Interests	_				
Filing Under (Check box(es) that apply):	[ ] Rule 504	[ ] Rule 505	[X	Rule 506	SEC WHITH	Descind JULOE
Type of Filing: [X] New Filing	[ ] Amendment				Section	_
	A. BASIC IDI	ENTIFICATIO	N DATA		11111	•••
1. Enter the information requested about the issuer					MIA: 183	7008
Name of Issuer ([]] check if this is an amendment and Onex Partners III LP	l name has changed	i, and indicate ch	nange.)		<b>Weshingto</b> 111	n, DS
Address of Executive Offices (Number c/o Onex Partners Manager LP, 712 Fifth Avenue,	er and Street, City, 40 <sup>th</sup> Floor, New Y		1	Telephone (212) 582	Number (Includir	ig Area Code)
Address of Principal Business Operations (Number (if different from Executive Offices) (same as above)	er and Street, City,		,	Telephone (same as	Number (Includir	
Brief Description of Business Investment Limited						PROCESSED
Type of Business Organization						- MAY 9.7 0000
[ ] corporation [ ]	<ul><li>K) limited partnersh</li></ul>	ip, already forms	ed	[ ] other	(please specify):	MAY 272008
[ ] business trust	] limited partnershi	p, to be formed			-	10100
	-		ear		ŧ.	HOMSON REUTERS
Actual or Estimated Date of Incorporation or Organization	ation:	[04] [	2008]			[X] Actual
						[ ] Estimated
Jurisdiction of Incorporation or Organization:		r U.S. Postal Ser			itate:	(TOTAL)
	CN for Canada;	FN for foreign j	urisdictio	n)		[DE]

### 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.

## 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 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	
E BN (F	[X] General and/or Managing Partner			
Full Name (Last name first, if inc	dividual)			
Onex Partners III GP LP	Number and Street City State 7in Code			
	Number and Street, City, State, Zip Code)			
Check Box(es) that Apply:	P, 712 Fifth Avenue, 40 <sup>th</sup> Floor, New York, NY 10019		[ ] Diseases	
Check Box(es) that Appry:	[ ] Promoter [ ] Beneficial Owner [X] General and/or Managing Partner	[ ] Executive Officer	[ ] Director	
Full Name (Last name first, if inc				
Onex Partners GP Inc.	uividuai)			
	Number and Street, City, State, Zip Code)			
	P, 712 Fifth Avenue, 40 <sup>th</sup> Floor, New York, NY 10019			
Check Box(es) that Apply:	[X] Promoter [ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	
2 2 2	[ ] General and/or Managing Partner		( )	
Full Name (Last name first, if inc				
Onex Partners Manager LP	,			
Business or Residence Address (	Number and Street, City, State, Zip Code)			
712 Fifth Avenue, 40th Floor, N	ew York, NY 10019			
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	
	[X] General and/or Managing Partner			
Full Name (Last name first, if inc				
Onex Partners Manager GP L				
	Number and Street, City, State, Zip Code)			
	nited Partnership, 421 Leader Street, Marion, OH 43			
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[X] Executive Officer	[ ] Director	
D. D. Nie and G.	[ ] General and/or Managing Partner			
Full Name (Last name first, if inc	iividuai)	,		
Duncanson, Timothy A.R.	Number and Street, City, State, Zip Code)		<del></del>	
	Street, Suite 4900, Toronto, Ontario M5J 2S1			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[ ] Director	
Check box(es) that Apply.	[ ] General and/or Managing Partner	(A) Executive Officer	[ ] Director	
Full Name (Last name first, if inc			· · · · · · · · · · · · · · · · · · ·	
Heersink, Ewout R.				
	Number and Street, City, State, Zip Code)			
	Street, Suite 4900, Toronto, Ontario M5J 2S1			
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[X] Executive Officer	[ ] Director	
	[ ] General and/or Managing Partner			
Full Name (Last name first, if inc	lividual)			
Le Blanc, Robert M.				, <u></u>
	Number and Street, City, State, Zip Code)			
	,712 Fifth Avenue, 40th Floor, New York, NY 10019			
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner	[X] Executive Officer	[ ] Director	
Character Carlotte	[ ] General and/or Managing Partner		····	
Full Name (Last name first, if ind	nviduai)			
Lewtas, Donald W.  Rusiness or Residence Address (I	Number and Street, City, State, Zip Code)			
	Street, Suite 4900, Toronto, Ontario M5J 2S1			
CO Onex Corporation, 101 Day	Direct Dance 1700, 1010mo, Omario 1923 231			

	A. BASIC IDENTIFICAT	ION DATA	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[X] Executive Officer	[ ] Director
Full Name (Last name first, if in Mersky, Seth M.	dividual)		
	(Number and Street, City, State, Zip Code)		
Check Box(es) that Apply:	y Street, Suite 4900, Toronto, Ontario M5J 2S1  [ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[X] Executive Officer	[ ] Director
Full Name (Last name first, if in Munk, Anthony	dividual)		
Business or Residence Address	(Number and Street, City, State, Zip Code)		
	P, 712 Fifth Avenue, 40th Floor, New York, NY 1001		I I D'
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[X] Executive Officer	[ ] Director
Full Name (Last name first, if in Schwartz, Gerald W.	dividual)		
	(Number and Street, City, State, Zip Code)		· <u>-</u> -
	y Street, Suite 4900, Toronto, Ontario M5J 2S1		
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[X] Executive Officer	[ ] Director
Full Name (Last name first, if in	dividual)		
Sheiner, Andrew J.			
	(Number and Street, City, State, Zip Code)		
	y Street, Suite 4900, Toronto, Ontario M5J 2S1	TVI E	
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[X] Executive Officer	[ ] Director
Full Name (Last name first, if in Wright, Nigel S.	dividual)		
	(Number and Street, City, State, Zip Code)		
	y Street, Suite 4900, Toronto, Ontario M5J 2S1		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[ ] Director
	[ ] General and/or Managing Partner	<b>(,</b>	, ,
Full Name (Last name first, if in West, Donald F.	dividual)		
	(Number and Street, City, State, Zip Code)		
	mited Partnership, 421 Leader Street, Marion, OH 4		
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if in	dividual)		
Business or Residence Address (	Number and Street, City, State, Zip Code)		
Check Box(es) that Apply:	[ ] Promoter [ ] Beneficial Owner [ ] General and/or Managing Partner	[ ] Executive Officer	[ ] Director
Full Name (Last name first, if in			
Business or Residence Address (	Number and Street, City, State, Zip Code)		
	1,02		· · · · · · · · · · · · · · · · · · ·
	(Use blank sheet, or copy and use additional copie	s of this sheet, as necessary.)	

1.	Has the issue	er sold or a	does the is	suer intend	to sell to	non-accre	lited inves	tors in this	offering?				Yes No
••	1143 1110 13341	21 30tu, 01 t	does die 13.			o in Apper				JLOE.			[] [Ај
2.	What is the r	ninimum i	nvestment	that will b	e accepted	from any	individual	?					\$10,000,000*
							*Minimu	n investme	nt amount	may be wai	ved in the	liscretion o	f the General Partner
3.	Does the offe	ering perm	it joint ow	nership of	a single ur	nit?							Yes No [X] []
4.		n for solici oker or de	tation of p aler registe	urchasers cred with the	in connect he SEC an	ion with sa d/or with a	les of secu state or s	ırities in th tates, list tl	ne offering he name of	If a perso the broke	on to be lis r or dealer	sted is an a . If more t	or similar ssociated person or han five (5) persons
Full	Name (Last r	name first,	if individu	al)			<del></del>						
	ness or Resid				eet, City, S	state, Zip C	ode)			<del></del> -			
	<b>Iadison Aver</b> ne of Associat			10010							··		
	dit Suisse Sec												
State	s in Which P	erson Liste	ed Has Sol	icited or In	tends to S	olicit Purcl	nasers						
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	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Last n	ame first,	if individu	al)									
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	ness or Resid			CI WIG OUT									
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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	\$	\$
	Equity	\$	\$
	[ ] Common [ ] Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$4,500,000,000	\$ 2,404,225,000
	Other (specify)	\$	\$
	Total	\$ <u>4,500,000,000</u>	\$ <u>2,404,225,000</u>
	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."		
	A 15-11	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	35	\$ <u>2,404,225,000</u>
	Non-accredited Investors	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		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ <u>160,000</u>
	Accounting Fees	[]	\$
	Engineering Fees		\$
	Sales Commissions (Specify finder's fees separately)	[X]	\$500,000
	Other Expenses (identify):		\$
	Total	[X]	s 660.000

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

	C. OFFERING PRICE, NUMBER OF INV	ESTORS, EXITER	ISES AND USE OF THE	
	b. Enter the difference between the aggregate offering price given in — Question 1 and total expenses furnished in response to Part C — difference is the "adjusted gross proceeds to the issuer."	Question 4.a. This		\$ 4,499,340,000
5.	Indicate below the amount of the adjusted gross proceeds to proposed to be used for each of the purposes shown. If the amoun not known, furnish an estimate and check the box to the left of the of the payments listed must equal the adjusted gross proceeds to the response to Part C – Question 4.b above.	t for any purpose is estimate. The total	December to Office and	
			Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees	[]	<b>\$</b> [ ]	\$
	Purchase of real estate	[]	<b>\$</b> []	s
	Purchase, rental or leasing and installment of machinery and ed	quipment [ ]	\$[]	\$
	Construction or leasing of plant buildings and facilities	[]	\$[]	s
	Acquisition of other businesses (including the value of securi offering that may be used in exchange for the assets of so issuer pursuant to a merger)	ecurities of another	s[]	\$
	Repayment of indebtedness		\$( )	
	Working capital		\$[]	\$
	Other: Investments		\$ [X]	
			,	
	Column totals  Total payments listed (column totals added)		\$[X]	
	Total payments fisted (column totals added)	••••••	[X] \$ <u>4,499,340,00</u>	0
	D. FEDER	AL SIGNATURE		
constit	suer has duly caused this notice to be signed by the undersigned duly au utes an undertaking by the issuer to furnish to the U.S. Securities and Ex- uer to any non-accredited investor pursuant to paragraph (b)(2) of Rule	change Commission,		
lssuer (	(Print or Type)	Signature		Date
Onex	Partners III LP	1 117	$\wedge$	May /5, 2008
Name	of Signer (Print or Type)	Title of Signer (Pri	int or Type)	1.20170, 2000
	Onex Partners III GP LP, General Partner	1 1 1 1 1 1		
	Onex Partners Manager GP Inc., its General Partner Onex Partners Manager LP, its Agent	1		
	Onex Partners Manager GP LLC	,		
•	chert M. Le Blanc	Managing Dire	ector	

Attention

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