

SECURITIES AND EXCHANGE COMMISSION

FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.
[amend]

Filing Date: **2013-01-14**
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([HTML Version](#) on [secdatabase.com](#))

FILER

Gabelli Associates LTD

CIK: [1345391](#) | IRS No.: **000000000** | State of Incorporation: **E9**
Type: **D/A** | Act: **33** | File No.: [021-86792](#) | Film No.: **13526977**

Mailing Address
*C/O FORTIS FUND
SERVICES (CAYMAN) LTD
802 WEST BAY ROAD,
POBOX 2003GT
GRAND CAYMAN E9
00000000*

Business Address
*C/O FORTIS FUND
SERVICES (CAYMAN) LTD
802 WEST BAY ROAD,
POBOX 2003GT
GRAND CAYMAN E9
00000000
345-949-7942*

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	June 30, 2012
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001345391		<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Gabelli Associates LTD		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
CAYMAN ISLANDS		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input checked="" type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		Cayman Islands Exempted Company
<input type="checkbox"/> Within Last Five Years (Specify Year)		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Gabelli Associates LTD			
Street Address 1		Street Address 2	
C/O FORTIS FUND SERVICES (CAYMAN) LTD		802 WEST BAY ROAD, PO BOX 2003GT	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
GRAND CAYMAN	CAYMAN ISLANDS	00000000	345-949-7942

3. Related Persons

Last Name	First Name	Middle Name
van Ekris	Anthonie	C.
Street Address 1	Street Address 2	
c/o Gabelli Securities Inc.	One Corporate Center	
City	State/Province/Country	ZIP/Postal Code
Rye	NEW YORK	10580

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Enright	Vincent	D.
Street Address 1	Street Address 2	
c/o Gabelli Securities Inc.	One Corporate Center	
City	State/Province/Country	ZIP/Postal Code

Rye

NEW YORK

10580

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Jamieson	Douglas	R
Street Address 1	Street Address 2	
c/o Gabelli Securities Inc.	One Corporate Center	
City	State/Province/Country	ZIP/Postal Code
Rye	NEW YORK	10580

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Douglas R. Jamieson is an executive officer of Gabelli Securities, Inc., the Investment Manager of the Issuer.

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input type="checkbox"/> Other Technology |
| <input checked="" type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | Travel |
| <input checked="" type="checkbox"/> Hedge Fund | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| *Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | |
|--------------------------------------|---|
| Revenue Range | Aggregate Net Asset Value Range |
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000 |

- | | |
|---|---|
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | <input type="checkbox"/> Over \$100,000,000 |
| <input type="checkbox"/> Decline to Disclose | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input checked="" type="checkbox"/> Investment Company Act Section 3(c) |
| | <input checked="" type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

- New Notice Date of First Sale [2005-01-01](#) First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ [1,000,000](#) USD

12. Sales Compensation

Recipient N/A	Recipient CRD Number <input checked="" type="checkbox"/> None None	
(Associated) Broker or Dealer <input type="checkbox"/> None Gabelli & Company, Inc.	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None 7353	
Street Address 1 One Corporate Center	Street Address 2	
City Rye	State/Province/Country NEW YORK	ZIP/Postal Code 10580
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient Glen Eagle Advisors LLC	Recipient CRD Number <input type="checkbox"/> None 124504	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 200 American Metro Boulevard	Street Address 2 Suite 114	
City Hamilton	State/Province/Country NEW JERSEY	ZIP/Postal Code 08619
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

NEW YORK
GEORGIA
CALIFORNIA
MAINE
VIRGINIA
MICHIGAN
OHIO
DELAWARE
FLORIDA
MARYLAND
MASSACHUSETTS
SOUTH CAROLINA
ARKANSAS
CONNECTICUT
WEST VIRGINIA
DISTRICT OF COLUMBIA
KENTUCKY
ARIZONA
MISSISSIPPI
WASHINGTON
NEW JERSEY
ALABAMA
TEXAS

COLORADO
NORTH CAROLINA
PENNSYLVANIA

Recipient

TimeCapital Securities Corporation

(Associated) Broker or Dealer None

None

Street Address 1

One Roosevelt Avenue

City

Port Jefferson Station

State(s) of Solicitation All States

Recipient CRD Number None

6845

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

NEW YORK

Foreign/Non-US

ZIP/Postal Code

11776

VERMONT
RHODE ISLAND
HAWAII
NEW YORK
GEORGIA
NEVADA
CALIFORNIA
MAINE
VIRGINIA
OHIO
IDAHO
DELAWARE
FLORIDA
MARYLAND
MASSACHUSETTS
SOUTH CAROLINA
ILLINOIS
CONNECTICUT
DISTRICT OF COLUMBIA
MINNESOTA
ARIZONA
OREGON
NEW HAMPSHIRE
WASHINGTON
NEW JERSEY
NEW MEXICO
TEXAS
COLORADO
NORTH CAROLINA
PENNSYLVANIA

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 74,820,818 USD

Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

The firm(s) listed in Item 12 above are paid directly or indirectly commissions or similar sales compensation equal to a percentage of the fee paid to the General Partner from the assets under management and/or the incentive allocation.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Gabelli Associates LTD	/s/ Douglas R. Jamieson	Douglas R. Jamieson	President of the Manager	2013-01-14

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 number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.