

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**
SEC Accession No. [0000919574-13-000200](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

GABELLI ASSOCIATES FUND II L.P.

CIK: [1355479](#) | IRS No.: **000000000** | State of Incorporation: **DE**
Type: **D/A** | Act: **33** | File No.: **021-86800** | Film No.: **13527024**

Mailing Address	Business Address
<i>ONE CORPORATE CENTER RYE NY 10580</i>	<i>ONE CORPORATE CENTER RYE NY 10580 914-921-5133</i>

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) [0001355479](#) Previous Name(s) None Entity Type
[GABELLI ASSOCIATES FUND II L P](#) Corporation
Name of Issuer [GABELLI ASSOCIATES FUND II L.P.](#) Limited Partnership
Jurisdiction of Incorporation/
Organization [DELAWARE](#) Limited Liability Company
 General Partnership
Year of Incorporation/Organization Business Trust
 Over Five Years Ago Other
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [GABELLI ASSOCIATES FUND II L.P.](#)
Street Address 1 [ONE CORPORATE CENTER](#) Street Address 2
City [RYE](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10580](#) Phone No. of Issuer [914-921-5133](#)

3. Related Persons

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

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Douglas R. Jamieson](#) serves as President of [Gabelli Securities, Inc.](#), Investment Manager of [Gabelli & Partners, LLC](#), the General Partner of the Issuer.

4. Industry Group

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

5. Issuer Size

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

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
 - Section 3(c)(1) Section 3(c)(9)
 - Section 3(c)(2) Section 3(c)(10)
 - Section 3(c)(3) Section 3(c)(11)

- Section 3(c)(4) Section 3(c)(12)
 Section 3(c)(5) Section 3(c)(13)
 Section 3(c)(6) Section 3(c)(14)
 Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale [2002-06-01](#) 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)

- Pooled Investment Fund Interests Equity
 Tenant-in-Common Securities Debt
 Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security 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	Recipient CRD Number <input type="checkbox"/> None	
Gabelli & Company, Inc.	7353	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
One Corporate Center		
City	State/Province/Country	ZIP/Postal Code
Rye	NEW YORK	10580
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None	
TimeCapital Securities Corporation	6845	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	

None

None

Street Address 1

Street Address 2

One Roosevelt Avenue

City

State/Province/Country

ZIP/Postal Code

Port Jefferson Station

NEW YORK

11776

State(s) of Solicitation All States

Foreign/Non-US

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

Recipient

Recipient CRD Number None

Glen Eagle Advisors LLC

124504

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

200 American Metro Boulevard

Suite 114

City

State/Province/Country

ZIP/Postal Code

Hamilton

NEW JERSEY

08619

State(s) of Solicitation All States

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
PENNSYLVANIA
NORTH CAROLINA

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 114,307,380 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 FUND II L.P.	/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.