

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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FILER

FIFTH AVENUE SPECIAL SITUATIONS FUND LLC

CIK: **1052218** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: **021-112480** | Film No.: **13527721**

Mailing Address
*C/O BESSEMER TRUST
COMPANY N.A.
630 FIFTH AVENUE
NEW YORK NY 10111*

Business Address
*C/O BESSEMER TRUST
COMPANY N.A.
630 FIFTH AVENUE
NEW YORK NY 10111
(212) 708-9305*

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) [0001052218](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [FIFTH AVENUE SPECIAL SITUATIONS FUND LLC](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
 Other
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [FIFTH AVENUE SPECIAL SITUATIONS FUND LLC](#)
Street Address 1 [C/O BESSEMER TRUST COMPANY N.A.](#) Street Address 2 [630 FIFTH AVENUE](#)
City [NEW YORK](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10111](#) Phone No. of Issuer [\(212\) 708-9100](#)

3. Related Persons

Last Name	First Name	Middle Name
Richards	Daphne	L.
Street Address 1 c/o Bessemer Trust Company, N.A.	Street Address 2 630 Fifth Avenue	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Daphne L. Richards is Executive Officer of the Manager of the Issuer, Bessemer Trust Company, N.A., and a member of the Manager's hedge fund investment committee.](#)

Last Name	First Name	Middle Name
de Saint Phalle	Marc	
Street Address 1 c/o Bessemer Trust Company, N.A.	Street Address 2 630 Fifth Avenue	

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Marc de Saint Phalle is Executive Officer of the Manager of the Issuer, Bessemer Trust Company, N.A., and a member of the Manager's hedge fund investment committee.

Last Name	First Name	Middle Name
Tobey	Curt	R.
Street Address 1	Street Address 2	
c/o Bessemer Trust Company, N.A.	630 Fifth Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Curt T. Tobey is Executive Officer of the Manager of the Issuer, Bessemer Trust Company, N.A., and a member of the Manager's hedge fund investment committee.

Last Name	First Name	Middle Name
Loudon	John	
Street Address 1	Street Address 2	
c/o Bessemer Trust Company, N.A.	630 Fifth Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

John Loudon is a member of the supervisory board of the Issuer.

Last Name	First Name	Middle Name
Spitz	William	T.
Street Address 1	Street Address 2	
c/o Bessemer Trust Company, N.A.	630 Fifth Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

William T. Spitz is a member of the supervisory board of the Issuer.

Last Name	First Name	Middle Name
Tyne	William	J.
Street Address 1	Street Address 2	
c/o Bessemer Trust Company, N.A.	630 Fifth Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[William J. Tyne is a member of the supervisory board of the Issuer.](#)

Last Name	First Name	Middle Name
Whitmore	John	R.
Street Address 1	Street Address 2	
c/o Bessemer Trust Company, N.A.	630 Fifth Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10111

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[John R. Whitmore is a member of the supervisory board 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 | <input type="checkbox"/> 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 | <input type="checkbox"/> Travel |
| <input checked="" type="checkbox"/> Hedge Fund | <input type="checkbox"/> 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 | | |
| <input type="checkbox"/> 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 |
| <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)

- | | |
|--|--|
| <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 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 checked="" type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

- New Notice Date of First Sale [1997-12-19](#) 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 \$ [250,000](#) USD

12. Sales Compensation

Recipient
(Associated) Broker or Dealer None
Street Address 1
City
State(s) of Solicitation (select all that apply)
Check "All States" or check individual States

Recipient CRD Number None
(Associated) Broker or Dealer CRD Number None
Street Address 2
State/Province/Country
ZIP/Postal Code

All States Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
Total Amount Sold \$ 523,047,495 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)

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.

\$ 65,000 USD Estimate

Clarification of Response (if Necessary)

The Issuer pays an annual fee of \$65,000 for the supervisory board's services, which amount may be paid from the gross proceeds of the offering.

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
FIFTH AVENUE SPECIAL SITUATIONS FUND LLC	/s/ Daphne L. Richards	Daphne L. Richards	Authorized Person	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.