

# 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: **2018-03-20**  
SEC Accession No. [0000919574-18-002571](#)

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

### FILER

#### **MAK-RO CAPITAL INTERNATIONAL LTD.**

CIK: **1481026** | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: **021-137899** | Film No.: **18701325**

#### Mailing Address

*HMS CAYMAN LIMITED  
10 MARKET STREET, SUITE  
140  
CAMANA BAY, GRAND  
CAYMAN E9 KY1-9006*

#### Business Address

*HMS CAYMAN LIMITED  
10 MARKET STREET, SUITE  
140  
CAMANA BAY, GRAND  
CAYMAN E9 KY1-9006  
212-486-3211*

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 type="checkbox"/> None	Entity Type
<a href="#">0001481026</a>	<a href="#">MAK-ro Capital International Ltd.</a>	<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
<a href="#">MAK-RO CAPITAL INTERNATIONAL LTD.</a>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
<a href="#">CAYMAN ISLANDS</a>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input checked="" type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		<a href="#">Cayman Islands Exempted Company</a>
<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			
<a href="#">MAK-RO CAPITAL INTERNATIONAL LTD.</a>			
Street Address 1	Street Address 2		
<a href="#">HMS CAYMAN LIMITED</a>	<a href="#">10 MARKET STREET, SUITE 140</a>		
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<a href="#">CAMANA BAY, GRAND CAYMAN</a>	<a href="#">CAYMAN ISLANDS</a>	<a href="#">KY1-9006</a>	<a href="#">212-486-3211</a>

**3. Related Persons**

Last Name	First Name	Middle Name
<a href="#">MAK Capital One LLC</a>	--	
Street Address 1	Street Address 2	
<a href="#">590 Madison Avenue, 24th Floor</a>		
City	State/Province/Country	ZIP/Postal Code
<a href="#">New York</a>	<a href="#">NEW YORK</a>	<a href="#">10022</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

[Investment Manager](#)

Last Name	First Name	Middle Name
<a href="#">Kaufman</a>	<a href="#">Michael</a>	
Street Address 1	Street Address 2	
<a href="#">MAK-ro Asset Management LLC</a>	<a href="#">590 Madison Avenue, 24th Floor</a>	
City	State/Province/Country	ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Lamb	Sharon	Lexa
Street Address 1	Street Address 2	
HMS Cayman Limited	10 Market Street, Suite 140	
City	State/Province/Country	ZIP/Postal Code
Camana Bay, Grand Cayman	CAYMAN ISLANDS	KY1-9006

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

#### 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   |



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 \$ 22,324,429 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.

\$ 0 USD  Estimate

Clarification of Response (if Necessary)

The Investment Manager is paid customary management fees and non-affiliated Directors are paid customary directors' fees.

---

### 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.

All Issuers	Signature	Name of Signer	Title	Date
MAK-RO CAPITAL INTERNATIONAL LTD.	/s/ Michael Kaufman	Michael Kaufman	Director	2018-03-20

*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.