

SECURITIES AND EXCHANGE COMMISSION

FORM D

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.

Filing Date: **2013-01-15**
SEC Accession No. [0001566874-13-000001](#)

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

FILER

Adams Hill Partners (Cayman) Ltd.

CIK: [1566874](#) | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-190329](#) | Film No.: **13530999**

Mailing Address
MAPLES CORPORATE
SERVICES LIMITED
UGLAND HOUSE
GRAND CAYMAN E9
KY1-1104

Business Address
MAPLES CORPORATE
SERVICES LIMITED
UGLAND HOUSE
GRAND CAYMAN E9
KY1-1104
345-949-8066

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 |
| 0001566874 | | <input type="checkbox"/> Corporation |
| Name of Issuer | | <input type="checkbox"/> Limited Partnership |
| Adams Hill Partners (Cayman) 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 type="checkbox"/> Over Five Years Ago | | Cayman Islands Exempted Company |
| <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2012 | | |
| <input type="checkbox"/> Yet to Be Formed | | |

2. Principal Place of Business and Contact Information

| | | | |
|---|--------------------------------|---|---------------------------------|
| Name of Issuer | | | |
| Adams Hill Partners (Cayman) Ltd. | | | |
| Street Address 1 | | Street Address 2 | |
| Maples Corporate Services Limited | | Ugland House, South Church Street | |
| City | State/Province/Country | ZIP/Postal Code | Phone No. of Issuer |
| Grand Cayman | CAYMAN ISLANDS | KY1-1104 | +1 345 949 8066 |

3. Related Persons

| | | |
|--|-----------------------------|-----------------------|
| Last Name | First Name | Middle Name |
| Adams Hill Capital LLC | n/a | |
| Street Address 1 | Street Address 2 | |
| 228 Saugatuck Avenue | | |
| City | State/Province/Country | ZIP/Postal Code |
| Westport | CONNECTICUT | 06880 |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Investment Manager](#)

| | | |
|--|--------------------------------------|-----------------|
| Last Name | First Name | Middle Name |
| Egan | John | |
| Street Address 1 | Street Address 2 | |
| Adams Hill Capital LLC | 228 Saugatuck Avenue | |
| City | State/Province/Country | ZIP/Postal Code |

Westport

CONNECTICUT

06880

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

| Last Name | First Name | Middle Name |
|------------------------|------------------------|-----------------|
| Schwartz | Andrew | |
| Street Address 1 | Street Address 2 | |
| Adams Hill Capital LLC | 228 Saugatuck Avenue | |
| City | State/Province/Country | ZIP/Postal Code |
| Westport | CONNECTICUT | 06880 |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

| Last Name | First Name | Middle Name |
|-------------------|------------------------------|-----------------|
| Auriemma | Matt | |
| Street Address 1 | Street Address 2 | |
| HighWater Limited | 802 West Bay Road, 1st Floor | |
| City | State/Province/Country | ZIP/Postal Code |
| Grand Cayman | CAYMAN ISLANDS | KY1-1203 |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

| Last Name | First Name | Middle Name |
|-------------------|------------------------------|-----------------|
| Fagan | Mark | |
| Street Address 1 | Street Address 2 | |
| HighWater Limited | 802 West Bay Road, 1st Floor | |
| City | State/Province/Country | ZIP/Postal Code |
| Grand Cayman | CAYMAN ISLANDS | KY1-1203 |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

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 [2013-01-01](#) 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 \$ [5,000,000](#) USD

12. Sales Compensation

| | | |
|---|--|---|
| Recipient | Recipient CRD Number <input type="checkbox"/> None | |
| (Associated) Broker or Dealer <input type="checkbox"/> None | (Associated) Broker or Dealer CRD Number | <input type="checkbox"/> None |
| Street Address 1 | Street Address 2 | |
| City | State/Province/Country | ZIP/Postal Code |
| State(s) of Solicitation (select all that apply) | | |
| Check "All States" or check individual States | <input type="checkbox"/> All States | <input type="checkbox"/> Foreign/non-US |

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
 Total Amount Sold \$ [101,745,000](#) 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)

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 |
|-----------------------------------|-----------|----------------|----------|------------|
| Adams Hill Partners (Cayman) Ltd. | John Egan | John Egan | Director | 2013-01-15 |

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.