

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: **2021-06-14**
SEC Accession No. [0001805916-21-000002](#)

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

FILER

Flagship Pioneering Fund VII, L.P.

CIK: [1805916](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-402728](#) | Film No.: **211013526**

Mailing Address
55 CAMBRIDGE PARKWAY
8TH FLOOR
CAMBRIDGE MA 02142

Business Address
55 CAMBRIDGE PARKWAY
8TH FLOOR
CAMBRIDGE MA 02142
617-868-1888

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D**Notice of Exempt Offering of Securities****OMB APPROVAL**

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

1. Issuer's Identity

CIK (Filer ID Number)

[0001805916](#)Previous Name(s) ☐ None[Flagship Pioneering - Origination Fund VII, L.P.](#)

Entity Type

☐ Corporation☒ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

Name of Issuer

[Flagship Pioneering Fund VII, L.P.](#)Jurisdiction of Incorporation/
Organization[DELAWARE](#)

Year of Incorporation/Organization

☐ Over Five Years Ago☒ Within Last Five Years (Specify Year) 2020☐ Yet to Be Formed**2. Principal Place of Business and Contact Information**

Name of Issuer

[Flagship Pioneering Fund VII, L.P.](#)

Street Address 1

[55 CAMBRIDGE PARKWAY](#)

Street Address 2

[8TH FLOOR](#)

City

[CAMBRIDGE](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/Postal Code

[02142](#)

Phone No. of Issuer

[617-868-1888](#)**3. Related Persons**

Last Name

[Flagship Pioneering Fund VII General Partner LLC](#)

First Name

[N/A](#)

Middle Name

Street Address 1

[55 Cambridge Parkway](#)

Street Address 2

[8th Floor](#)

City

[Cambridge](#)

State/Province/Country

[MASSACHUSETTS](#)

ZIP/Postal Code

[02142](#)Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

[General Partner of the Issuer](#)

Last Name

[Afeyan, Ph.D.](#)

First Name

[Noubar](#)

Middle Name

[B.](#)

Street Address 1

[55 Cambridge Parkway](#)

Street Address 2

[8th Floor](#)

City

State/Province/Country

ZIP/Postal Code

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

CEO of the Manager of the General Partner of the Issuer

4. Industry Group

- | | | |
|--|--|---|
| <input type="checkbox"/> Agriculture
<input type="checkbox"/> Banking & Financial Services
<input type="checkbox"/> Commercial Banking
<input type="checkbox"/> Insurance
<input type="checkbox"/> Investing
<input type="checkbox"/> Investment Banking
<input checked="" type="checkbox"/> Pooled Investment Fund
<input type="checkbox"/> Hedge Fund
<input type="checkbox"/> Private Equity Fund
<input checked="" type="checkbox"/> Venture Capital Fund
<input type="checkbox"/> Other Investment Fund
<p>*Is the issuer registered as an investment company under the Investment Company Act of 1940?</p> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<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 | <input type="checkbox"/> Health Care
<input type="checkbox"/> Biotechnology
<input type="checkbox"/> Health Insurance
<input type="checkbox"/> Hospitals & Physicians
<input type="checkbox"/> Pharmaceuticals
<input type="checkbox"/> Other Health Care
<input type="checkbox"/> Manufacturing
<input type="checkbox"/> Real Estate
<input type="checkbox"/> Commercial
<input type="checkbox"/> Construction
<input type="checkbox"/> REITS & Finance
<input type="checkbox"/> Residential
<input type="checkbox"/> Other Real Estate | <input type="checkbox"/> Retailing
<input type="checkbox"/> Restaurants
<input type="checkbox"/> Technology
<input type="checkbox"/> Computers
<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Other Technology
<input type="checkbox"/> Travel
<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Other Travel
<input type="checkbox"/> 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 type="checkbox"/> Decline to Disclose |
| <input checked="" 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 [2021-05-28](#)
☐ 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 \$ [500,000](#) 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)	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

Check "All States" or check individual States

13. Offering and Sales Amounts

Total Offering Amount \$ 2,131,240,000 USD or ☐ Indefinite

Total Amount Sold \$ 2,131,240,000 USD

Total Remaining to be Sold \$ 0 USD or ☐ Indefinite

Clarification of Response (if Necessary)

The offering was made in conjunction with the initial offering of the Issuer pursuant to a Form D filed on March 12, 2020, for an aggregate sales amount of \$3,371,240,000, inclusive of the General Partner's \$150,000,000 commitment.

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:

97

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)

An affiliate of the General Partner of the Issuer will receive a fee for management services.

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
Flagship Pioneering Fund VII, L.P.	/s/ Noubar B. Afeyan, Ph.D	Noubar B. Afeyan, Ph.D.	CEO of the Manager of the General Partner of the Issuer	2021-06-14

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.