

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: **2022-05-09**
SEC Accession No. [0001861082-22-000004](#)

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

FILER

Kedge Capital Principal Opportunities V LP

CIK: [1926208](#) | IRS No.: **000000000** | State of Incorporation: **Y9** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-445004](#) | Film No.: **22904784**

Mailing Address	Business Address
2ND FLOOR GASPE HOUSE	2ND FLOOR GASPE HOUSE
66-72 ESPLANADE	66-72 ESPLANADE
ST HELIER Y9 JE1 1GH	ST HELIER Y9 JE1 1GH
	00441534753500

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
0001926208		<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Kedge Capital Principal Opportunities V LP		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
JERSEY		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input checked="" type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		Jersey Limited Partnership
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2020		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Kedge Capital Principal Opportunities V LP			
Street Address 1		Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
St Helier	JERSEY	JE1 1GH	00441534753500

3. Related Persons

Last Name	First Name	Middle Name
Kedge Capital Principal Opportunities V GP Limited	n/a	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code
St Helier	JERSEY	JE1 1GH

Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

[General Partner](#)

Last Name	First Name	Middle Name
KCPE Opportunities Management Limited	n/a	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code

St Helier

JERSEY

JE1 1GH

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Investment Manager

Last Name	First Name	Middle Name
Davy	Suzete	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code
St Helier	JERSEY	JE1 1GH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Burton	Ben	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code
St Helier	JERSEY	JE1 1GH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hazzard	David	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code
St Helier	JERSEY	JE1 1GH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Slattery	Lauren	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code
St Helier	JERSEY	JE1 1GH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Stott	Rosie	
Street Address 1	Street Address 2	
2nd Floor Gaspe House 66-72 Esplanade		
City	State/Province/Country	ZIP/Postal Code
St Helier	JERSEY	JE1 1GH

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

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 checked="" type="checkbox"/> Private Equity Fund
<input type="checkbox"/> Venture Capital Fund
<input type="checkbox"/> Other Investment Fund
*Is the issuer registered as an investment company under the Investment Company Act of 1940?
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Other Banking & Financial Services | <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 |
|--|--|---|
- ☐ Business Services
- Energy
- ☐ Coal Mining
- ☐ Electric Utilities
- ☐ Energy Conservation
- ☐ Environmental Services
- ☐ Oil & Gas
- ☐ 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 checked="" type="checkbox"/> Decline to Disclose | <input type="checkbox"/> Decline to Disclose |

☐ Not Applicable

☐ 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 [2022-04-21](#) ☐ 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 \$ [10,000,000](#) USD

12. Sales Compensation

Recipient

[Campbell Lutyens & Co. Inc.](#)

(Associated) Broker or Dealer ☒ None

Recipient CRD Number ☐ None

[133376](#)

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 1

630 Fifth Ave.

City

New York

State(s) of Solicitation ☐ All States

None

Street Address 2

25th Floor

State/Province/Country

NEW YORK

☐ Foreign/Non-US

ZIP/Postal Code

10111

ALABAMA
ALASKA
ARIZONA
ARKANSAS
CALIFORNIA
COLORADO
CONNECTICUT
DELAWARE
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
HAWAII
IDAHO
ILLINOIS
INDIANA
IOWA
KANSAS
KENTUCKY
LOUISIANA
MAINE
MARYLAND
MASSACHUSETTS
MICHIGAN
MINNESOTA
MISSISSIPPI
MISSOURI
MONTANA
NEBRASKA
NEVADA
NEW HAMPSHIRE
NEW JERSEY
NEW MEXICO
NEW YORK
NORTH CAROLINA
NORTH DAKOTA
OHIO
OKLAHOMA
OREGON
PENNSYLVANIA

RHODE ISLAND
SOUTH CAROLINA
SOUTH DAKOTA
TENNESSEE
TEXAS
UTAH
VERMONT
VIRGINIA
WASHINGTON
WEST VIRGINIA
WISCONSIN
WYOMING

13. Offering and Sales Amounts

Total Offering Amount \$ USD or ☒ Indefinite
Total Amount Sold \$ 105,000,000 USD
Total Remaining to be Sold \$ USD or ☒ Indefinite

Clarification of Response (if Necessary)

Includes only securities sold to U.S. investors by the Issuer in reliance on Regulation D (e.g., excludes securities sold to non-U.S. investors in reliance on Regulation S).

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 \$ 603,750 USD ☒ Estimate

Finders' Fees \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

The Issuer has entered into a placement agreement with Campbell Lutyens & Co. Ltd. However, all solicitation in the United States is through Campbell Lutyens & Co. Inc. as listed in item 12.

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
Kedge Capital Principal Opportunities V LP	Suzete Davy	Suzete Davy	Director of the General Partner	2022-05-09

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.