

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**
SEC Accession No. [0001463246-13-000001](#)

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

FILER

Insignia Opportunity Fund, L.P.

CIK: [1463246](#) | IRS No.: [611593610](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-130748](#) | Film No.: **13528122**

Mailing Address
*114 WEST SEVENTH
STREET, SUITE 1300
AUSTIN TX 78701*

Business Address
*114 WEST SEVENTH
STREET, SUITE 1300
AUSTIN TX 78701
(512)637-9700*

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) [0001463246](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Insignia Opportunity Fund, L.P.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [DELAWARE](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2009
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Insignia Opportunity Fund, L.P.](#)
Street Address 1 [114 WEST SEVENTH STREET, SUITE 1300](#) Street Address 2
City [AUSTIN](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [78701](#) Phone No. of Issuer [\(512\)637-9700](#)

3. Related Persons

Last Name [Smith](#) First Name [Alex](#) Middle Name [C.](#)
Street Address 1 [114 West 7th Street](#) Street Address 2 [Suite 1300](#)
City [Austin](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [78701](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
[CEO of the General Partner of the Issuer](#)

Last Name [Meredith](#) First Name [Thomas](#) Middle Name [J.](#)
Street Address 1 [114 West 7th Street](#) Street Address 2 [Suite 1300](#)
City [Austin](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [78701](#)

Austin

TEXAS

78701

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Board of Managers of the General Partner of the Issuer

Last Name	First Name	Middle Name
Meritage Capital, LLC	Meritage	
Street Address 1 114 West 7th Street	Street Address 2 Suite 1300	
City Austin	State/Province/Country TEXAS	ZIP/Postal Code 78701

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

General Partner of the Issuer

Last Name	First Name	Middle Name
Wade	Joe	S.
Street Address 1 114 West 7th Street	Street Address 2 Suite 1300	
City Austin	State/Province/Country TEXAS	ZIP/Postal Code 78701

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

CIO and Board of Managers of the General Partner of the Issuer

Last Name	First Name	Middle Name
McCloskey	John	G.
Street Address 1 114 West 7th Street	Street Address 2 Suite 1300	
City Austin	State/Province/Country TEXAS	ZIP/Postal Code 78701

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

President of the General Partner of the Issuer

Last Name	First Name	Middle Name
Wilson	Spence	L.
Street Address 1 6410 Poplar Avenue	Street Address 2 Suite 650	
City Memphis	State/Province/Country TENNESSEE	ZIP/Postal Code 38119

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Board of Managers of the General Partner of the Issuer

Last Name	First Name	Middle Name
Badciong	Tina	M.
Street Address 1	Street Address 2	
114 West 7th Street	Suite 1300	
City	State/Province/Country	ZIP/Postal Code
Austin	TEXAS	78701

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
CFO of the General Partner of the Issuer

Last Name	First Name	Middle Name
Schubert	Jason	C.
Street Address 1	Street Address 2	
114 West 7th Street	Suite 1300	
City	State/Province/Country	ZIP/Postal Code
Austin	TEXAS	78701

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
CCO of the General Partner 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 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 checked="" 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 | | |

Other Energy

5. Issuer Size

Revenue Range

- No Revenues
\$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- 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 [2009-05-01](#) 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)

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Equity

Debt

Option, Warrant or Other Right to Acquire Another Security

Other (describe)

Partnership Interests

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 \$ 0 USD

12. Sales Compensation

Recipient

Recipient CRD Number None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number 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

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 17,353,115 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 \$ 2,675 USD Estimate

Clarification of Response (if Necessary)

Fees paid to solicitors under any referral agreements include a percentage of the management fee payable by the referred investors. Fees are payable for the life of the investment in the Fund.

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
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Insignia Opportunity Fund, L.P.	Alex C. Smith	Alex C. Smith	CEO of the GP of Issuer	2013-01-14
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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.
