

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: **2013-01-09**
SEC Accession No. [0001534459-13-000001](#)

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

FILER

Bakken Drilling Fund III LP

CIK: [1534459](#) | IRS No.: **453573043** | State of Incorporation: **CO** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-171743](#) | Film No.: **13520229**

Mailing Address

5251 DTC PARKWAY
SUITE 200
GREENWOOD VILLAGE CO
80111

Business Address

5251 DTC PARKWAY
SUITE 200
GREENWOOD VILLAGE CO
80111
720-279-0003

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) [0001534459](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Bakken Drilling Fund III LP](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization [COLORADO](#) General Partnership
 Business Trust
Year of Incorporation/Organization Other
 Over Five Years Ago
 Within Last Five Years (Specify Year) 2011
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Bakken Drilling Fund III LP](#)
Street Address 1 [5251 DTC PARKWAY](#) Street Address 2 [SUITE 200](#)
City [GREENWOOD VILLAGE](#) State/Province/Country [COLORADO](#) ZIP/Postal Code [80111](#) Phone No. of Issuer [720-279-0003](#)

3. Related Persons

Last Name [Kenworthy](#) First Name [Randall](#) Middle Name
Street Address 1 [1404 Larimer Street](#) Street Address 2 [Suite 300](#)
City [Denver](#) State/Province/Country [COLORADO](#) ZIP/Postal Code [80202](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Managing Member of the Issuer's Managing General Partner](#)

Last Name [Fund III Manager LLC](#) First Name [Bakken Drilling](#) Middle Name
Street Address 1 [1404 Lairmer Street](#) Street Address 2 [Suite 300](#)
City [Denver](#) State/Province/Country [COLORADO](#) ZIP/Postal Code [80202](#)

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Managing General Partner of 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 | | |
| <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 |
| <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

- | | |
|---|--|
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input checked="" type="checkbox"/> Investment Company Act Section 3(c) |
| | <input type="checkbox"/> Section 3(c)(1) <input checked="" type="checkbox"/> Section 3(c)(9) |
| | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
| | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
| | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
| | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
| | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
| | <input type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

- New Notice Date of First Sale [2011-12-30](#) 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 checked="" type="checkbox"/> Other (describe) |
| | Units in a limited partnership |

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 \$ [23,750](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Vestech Securities, Inc.	41409	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
8100 E. 22nd Street North #B	Bldg 600	
City	State/Province/Country	ZIP/Postal Code

Wichita

KANSAS

67226

State(s) of Solicitation All States

Foreign/Non-US

ALASKA
ILLINOIS
KANSAS
OHIO

Recipient

Thomas M. Nixon & Associates, Inc.

(Associated) Broker or Dealer None

None

Street Address 1

4775 Wellingford Street

City

Pittsburg

State(s) of Solicitation All States

Recipient CRD Number None

17047

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country

PENNSYLVANIA

Foreign/Non-US

ZIP/Postal Code

15213

FLORIDA
PENNSYLVANIA

Recipient

Sandlapper Securities, LLC

(Associated) Broker or Dealer None

None

Street Address 1

101 N. Main Street

City

Greenville

State(s) of Solicitation All States

Recipient CRD Number None

137906

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

Suite 207

State/Province/Country

SOUTH CAROLINA

Foreign/Non-US

ZIP/Postal Code

29601

PENNSYLVANIA
SOUTH DAKOTA

Recipient

Ausdal Financial Partners, Inc.

(Associated) Broker or Dealer None

None

Street Address 1

5959 Centerville Road

City

North Oaks

State(s) of Solicitation All States

Recipient CRD Number None

7995

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

#250A

State/Province/Country

MINNESOTA

Foreign/Non-US

ZIP/Postal Code

55127

ARIZONA
CALIFORNIA
FLORIDA
ILLINOIS
IOWA
MINNESOTA
WISCONSIN

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Landolt Securities	28352	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
701 Oregon Street		
City	State/Province/Country	ZIP/Postal Code
Oshkosh	WISCONSIN	54902
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CONNECTICUT

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Resource Horizons Group	104368	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
32022 Wendt Park Trace		
City	State/Province/Country	ZIP/Postal Code
Fulshean	TEXAS	77441
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

TEXAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Harbor Light Securities	154599	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
20 Town Drive	Suite 138	
City	State/Province/Country	ZIP/Postal Code
Pluffton	SOUTH CAROLINA	29910
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

GEORGIA
SOUTH CAROLINA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Oaktree Securities	15825	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
1840 Holmes Street	Building E	
City	State/Province/Country	ZIP/Postal Code
Livermore	CALIFORNIA	94550
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

CALIFORNIA
HAWAII

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Dynasty Capital Partners	122806	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
5445 DTC Parkway	Suite 940	
City	State/Province/Country	ZIP/Postal Code
Greenwood Village	COLORADO	80111
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

COLORADO

Recipient	Recipient CRD Number <input type="checkbox"/> None	
IBN Financial Services	42360	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
8035 Oswego Road		
City	State/Province/Country	ZIP/Postal Code
Liverpool	NEW YORK	13089
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

NEW JERSEY
PENNSYLVANIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Capital Financial Services	8408	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	

196 E. 6th Street

Suite 102

City
Sioux Falls

State/Province/Country
SOUTH DAKOTA

ZIP/Postal Code
57104

State(s) of Solicitation All States

Foreign/Non-US

SOUTH DAKOTA

Recipient

Detwiler Fenton

(Associated) Broker or Dealer None

None

Street Address 1

100 High Street

City
Boston

State(s) of Solicitation All States

Recipient CRD Number None

16063

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country
MASSACHUSETTS

ZIP/Postal Code
02110

Foreign/Non-US

NEVADA
NEW YORK

Recipient

MidAmerica Financial

(Associated) Broker or Dealer None

None

Street Address 1

600 West Republic Road

City
Springfield

State(s) of Solicitation All States

Recipient CRD Number None

47351

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

State/Province/Country
MISSOURI

ZIP/Postal Code
65807

Foreign/Non-US

KANSAS
MISSOURI
NEBRASKA

Recipient

Sunbelt Securities

(Associated) Broker or Dealer None

None

Street Address 1

5065 Westheimer Blvd.

City
Houston

State(s) of Solicitation All States

Recipient CRD Number None

421080

(Associated) Broker or Dealer CRD Number None

None

Street Address 2

Suite 600

State/Province/Country
TEXAS

ZIP/Postal Code
77056

Foreign/Non-US

FLORIDA
MICHIGAN
TEXAS

Recipient	Recipient CRD Number <input type="checkbox"/> None	
WFG Investments	22704	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
2711 N. Haskell Avenue	Suite 2900	
City	State/Province/Country	ZIP/Postal Code
Dallas	TEXAS	85204
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

ALASKA

13. Offering and Sales Amounts

Total Offering Amount \$ 25,000,000 USD or Indefinite
Total Amount Sold \$ 12,815,738 USD
Total Remaining to be Sold \$ 12,184,262 USD or Indefinite

Clarification of Response (if Necessary)

The minimum amount of Units being offered is \$1,000,000 and the maximum amount of Units being offered is \$25,000,000.

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 \$ 2,000,000 USD Estimate
Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

Up to 10.35% to pay broker dealer commissions, managing broker dealer commissions, and wholesaler commissions.

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
Bakken Drilling Fund III LP	RANDALL KENWORTHY	Randall Kenworthy	Managing Member of the Issuer's Managing General Partner	2013-01-09

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.