

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: **2022-05-13**
SEC Accession No. [0001567619-22-010502](#)

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

FILER

AHP Fund II L.P.

CIK: [1836940](#) | IRS No.: **000000000** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-384111](#) | Film No.: **22922056**

Mailing Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019

Business Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019
(212) 905-3900

AHP Fund II Team L.P.

CIK: [1836910](#) | IRS No.: **000000000** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-384111-01](#) | Film No.: **22922057**

Mailing Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019

Business Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019
(212) 905-3900

AHP Fund II PV Feeder L.P.

CIK: [1836881](#) | IRS No.: **000000000** | State of Incorp.: **E9** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-384111-02](#) | Film No.: **22922058**

Mailing Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019

Business Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019
(212) 905-3900

AHP Fund II PV L.P.

CIK: [1836882](#) | IRS No.: **000000000** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-384111-03](#) | Film No.: **22922059**

Mailing Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019

Business Address
1633 BROADWAY, 25TH
FLOOR
NEW YORK NY 10019
(212) 905-3900

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)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001836940		<input type="checkbox"/> Corporation
Name of Issuer		<input checked="" type="checkbox"/> Limited Partnership
AHP Fund II L.P.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<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			
AHP Fund II L.P.			
Street Address 1		Street Address 2	
1633 Broadway, 25th Floor			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
New York	NEW YORK	10019	(212) 905-3900

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001836882		<input type="checkbox"/> Corporation
Name of Issuer		<input checked="" type="checkbox"/> Limited Partnership
AHP Fund II PV L.P.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<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	
AHP Fund II PV L.P.	
Street Address 1	Street Address 2

1633 Broadway, 25th Floor

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
New York	NEW YORK	10019	(212) 905-3900

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001836881		<input type="checkbox"/> Corporation
Name of Issuer		<input checked="" type="checkbox"/> Limited Partnership
AHP Fund II PV Feeder L.P.		<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 type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<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			
AHP Fund II PV Feeder L.P.			
Street Address 1		Street Address 2	
1633 Broadway, 25th Floor			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
New York	NEW YORK	10019	(212) 905-3900

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001836910		<input type="checkbox"/> Corporation
Name of Issuer		<input checked="" type="checkbox"/> Limited Partnership
AHP Fund II Team L.P.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other
<input type="checkbox"/> Over Five Years Ago		
<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			
AHP Fund II Team L.P.			
Street Address 1		Street Address 2	
1633 Broadway, 25th Floor			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
New York	NEW YORK	10019	(212) 905-3900

3. Related Persons

Last Name	First Name	Middle Name
AHP Fund II GP LLC	N/A	
Street Address 1	Street Address 2	
1633 Broadway, 25th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

General Partner of AHP Fund II L.P., AHP Fund II PV L.P. and AHP Fund II PV Feeder L.P.

Last Name	First Name	Middle Name
Assured Investment Management GP Holdings LLC	N/A	
Street Address 1	Street Address 2	
1633 Broadway, 25th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

General Partner of AHP Fund II Team L.P. and Managing Member of AHP Fund II GP LLC

Last Name	First Name	Middle Name
Assured Healthcare Partners LLC	N/A	
Street Address 1	Street Address 2	
1633 Broadway, 25th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Manager of the Issuers

Last Name	First Name	Middle Name
Pieri	James	
Street Address 1	Street Address 2	
1633 Broadway, 25th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Managing Partner of Assured Healthcare Partners LLC and AHP Fund II GP LLC

4. Industry Group

- | | | |
|--|--|---|
| <input type="checkbox"/> Agriculture
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"/> Business Services
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 | 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
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
Technology
<input type="checkbox"/> Computers
<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Other Technology
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 checked="" type="checkbox"/> Decline to Disclose | <input 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)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input 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 type="checkbox"/> Investment Company Act Section 3(c) |
| | <input type="checkbox"/> Section 3(c)(1) <input 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) |

- ☐ 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 [2020-12-23](#) ☐ 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 checked="" 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 \$ [0](#) USD

12. Sales Compensation

Recipient Evercore Group LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None Street Address 1 55 East 52nd St. City New York State(s) of Solicitation <input type="checkbox"/> All States	Recipient CRD Number <input type="checkbox"/> None 42405 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None Street Address 2 State/Province/Country NEW YORK <input checked="" type="checkbox"/> Foreign/Non-US	ZIP/Postal Code 10055
---	--	--

ALASKA
ALABAMA
ARKANSAS
ARIZONA

CALIFORNIA
COLORADO
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
GEORGIA
ILLINOIS
KENTUCKY
LOUISIANA
MASSACHUSETTS
MONTANA
NORTH CAROLINA
NEW JERSEY
NEW YORK
OHIO
OREGON
PENNSYLVANIA
PUERTO RICO
RHODE ISLAND
TEXAS
UTAH
VIRGINIA
WASHINGTON
WEST VIRGINIA

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Snowbridge Securities LLC	301996	
(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	
747 Third Ave., 17th Floor		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
Eaton Partners	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Stifel, Nicolaus & Company, Incorporated	793	
Street Address 1	Street Address 2	
501 N. Broadway		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MISSOURI	63102
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input checked="" type="checkbox"/> Foreign/Non-US	

13. Offering and Sales Amounts

Total Offering Amount \$ USD or ☒ Indefinite

Total Amount Sold \$ 758,690,516 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:

122

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 \$ 9,531,121 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.

☒ I also am a duly authorized representative of the other identified issuer(s) in Item 1 above and authorized to sign on their behalf.

All Issuers	Signature	Name of Signer	Title	Date
AHP Fund II L.P.	/s/ Richard Horne	Richard Horne	Deputy General Counsel, Tax	2022-05-13

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.