

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: **2013-01-11**
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([HTML Version](#) on [secdatabase.com](#))

FILER

Tennenbaum Waterman Fund, LP

CIK: **1566451** | IRS No.: **611693830** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: **021-190037** | Film No.: **13525024**

Mailing Address
2951 28TH STREET
SUITE 1000
SANTA MONICA CA 90405

Business Address
2951 28TH STREET
SUITE 1000
SANTA MONICA CA 90405
(310) 566-1000

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) [0001566451](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Tennenbaum Waterman Fund, LP](#) 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) 2012
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Tennenbaum Waterman Fund, LP](#)
Street Address 1 [2951 28TH STREET](#) Street Address 2 [SUITE 1000](#)
City [SANTA MONICA](#) State/Province/Country [CALIFORNIA](#) ZIP/Postal Code [90405](#) Phone No. of Issuer [\(310\) 566-1000](#)

3. Related Persons

Last Name	First Name	Middle Name
Tennenbaum Waterman GP, LLC	n/a	
Street Address 1 2951 28th Street, Suite 1000	Street Address 2	
City Santa Monica	State/Province/Country CALIFORNIA	ZIP/Postal Code 90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)
[General Partner of Issuer \("GP"\)](#)

Last Name	First Name	Middle Name
Tennenbaum Capital Partners, LLC	n/a	
Street Address 1 2951 28th Street, Suite 1000	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Santa Monica

CALIFORNIA

90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Investment Manager of Issuer and Sole Member of the GP

Last Name	First Name	Middle Name
Davis	Paul	
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Chief Financial Officer

Last Name	First Name	Middle Name
Greenwood	Elizabeth	
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Secretary and Chief Compliance Officer

Last Name	First Name	Middle Name
Holdsworth	Mark	K.
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Hollander	David	A.
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Leitner	Michael	E.
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Levkowitz	Howard	M.
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Tseng	Philip	M.
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

Last Name	First Name	Middle Name
Vig	Rajneesh	
Street Address 1	Street Address 2	
Tennenbaum Waterman Fund, LP	2951 28th Street, Suite 1000	
City	State/Province/Country	ZIP/Postal Code
Santa Monica	CALIFORNIA	90405

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Vice President

4. Industry Group

- Agriculture
- Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Hedge Fund
 - Private Equity Fund
 - Venture Capital Fund
 - Other Investment Fund
 - *Is the issuer registered as an investment company under the Investment Company Act of 1940?
 - Yes No
 - Other Banking & Financial Services
- Business Services
- Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- 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 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
- 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 [2012-12-18](#) 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 checked="" type="checkbox"/> Other (describe)
Limited 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 \$ [1,000,000](#) USD

12. Sales Compensation

Recipient GreensLedge Capital Markets LLC (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	Recipient CRD Number <input type="checkbox"/> None 151026 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 375 Park Avenue	Street Address 2 Suite 1604	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10151
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[NEW YORK](#)

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
Total Amount Sold \$ 55,000,000 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 \$ 125,000 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.

Issuer	Signature	Name of Signer	Title	Date
Tennenbaum Waterman Fund, LP	/s/ Elizabeth Greenwood	Elizabeth Greenwood	Secretary and Chief Compliance Officer	2013-01-11

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.