

# 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: **2022-07-22**  
SEC Accession No. [0001810557-22-000001](#)

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

### FILER

#### Brasil Capital Equity Fund

CIK: [1810557](#) | IRS No.: **000000000** | State of Incorp.: **E9** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: [021-365711](#) | Film No.: **221099881**

Mailing Address	Business Address
RUA GOMES DE CARVALHO, PO BOX 309, UGLAND 1507	HOUSE
ED. TENERIFE, BLOCO B, 1	GRAND CAYMAN E9
ANDAR, CJ 11	KY1-1104
SAO PAULO D5 04547-005	551151050600

**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 type="checkbox"/> None	Entity Type
<a href="#">0001810557</a>	<a href="#">Brasil Capital Equity Hedge Fund</a>	<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
<a href="#">Brasil Capital Equity Fund</a>		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/ Organization		<input type="checkbox"/> General Partnership
<a href="#">CAYMAN ISLANDS</a>		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input checked="" type="checkbox"/> Other
<input checked="" type="checkbox"/> Over Five Years Ago		<a href="#">Cayman Islands Exempted Company</a>
<input type="checkbox"/> Within Last Five Years (Specify Year)		
<input type="checkbox"/> Yet to Be Formed		

**2. Principal Place of Business and Contact Information**

Name of Issuer			
<a href="#">Brasil Capital Equity Fund</a>			
Street Address 1		Street Address 2	
<a href="#">SOUTH CHURCH STREET</a>		<a href="#">UGLAND HOUSE</a>	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<a href="#">GRAND CAYMAN</a>	<a href="#">CAYMAN ISLANDS</a>	<a href="#">KY1-1104</a>	<a href="#">551151050600</a>

**3. Related Persons**

Last Name	First Name	Middle Name
<a href="#">Moreira Klarnet</a>	<a href="#">Juliana</a>	
Street Address 1	Street Address 2	
<a href="#">Avenida Presidente Juscelino Kubitschek</a>	<a href="#">1700, cj. 161</a>	
City	State/Province/Country	ZIP/Postal Code
<a href="#">Sao Paulo</a>	<a href="#">BRAZIL</a>	<a href="#">04543000</a>

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

[Juliana Moreira Klarnet is also a Partner and a Director of BC Gestao de Recursos Ltda., the investment manager of the Issuer.](#)

Last Name	First Name	Middle Name
<a href="#">Cera Zanetta Neto</a>	<a href="#">Ary</a>	
Street Address 1	Street Address 2	
<a href="#">Avenida Presidente Juscelino Kubitschek</a>	<a href="#">1700, cj. 161</a>	
City	State/Province/Country	ZIP/Postal Code

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

Ary Cera Zanetta Neto is also a Partner and a Director of BC Gestao de Recursos Ltda., the investment manager of the Issuer.

Last Name	First Name	Middle Name
Singh	Inderjit	
Street Address 1	Street Address 2	
One Nexus Way	Camana Bay	
City	State/Province/Country	ZIP/Postal Code
Grand Cayman	CAYMAN ISLANDS	KY1-9005

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Agriculture   | Health Care                                     | <input type="checkbox"/> Retailing                 |
| Banking & Financial Services   | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking  | <input type="checkbox"/> Health Insurance       | 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          | Travel   |
| <input checked="" type="checkbox"/> Hedge Fund   | 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 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   |   |  |
| 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                 |

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#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

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- |  |  |
|--|--|
| <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 checked="" 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) |
|  | <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 checked="" type="checkbox"/> Section 3(c)(7)                                |

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#### 7. Type of Filing

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- ☐ New Notice Date of First Sale [2011-09-29](#) ☐ First Sale Yet to Occur
- ☒ Amendment

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#### 8. Duration of Offering

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Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

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#### 9. Type(s) of Securities Offered (select all that apply)

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- |  |   |
|--|---|
| <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 type="checkbox"/> Other (describe)   |

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#### 10. Business Combination Transaction

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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)

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#### 11. Minimum Investment

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Minimum investment accepted from any outside investor \$ [100,000](#) USD

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## 12. Sales Compensation

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Recipient	Recipient CRD Number <input type="checkbox"/> None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> 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	<input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US

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## 13. Offering and Sales Amounts

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Total Offering Amount      \$                      USD or ☒ Indefinite

Total Amount Sold              \$ 49,240,000 USD

Total Remaining to be Sold \$                      USD or ☒ Indefinite

Clarification of Response (if Necessary)

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## 14. Investors

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☐ 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:

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## 15. Sales Commissions & Finders' Fees Expenses

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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              \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

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## 16. Use of Proceeds

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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
Brasil Capital Equity Fund	Ary Cera Zanetta Neto	Ary Cera Zanetta Neto	Director of the Issuer	2022-07-22

*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.