

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: **2022-08-26**
SEC Accession No. [0001567619-22-016706](#)

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

FILER

StepStone Infrastructure Co-Investment Partners 2022, L.P.

CIK: [1933768](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-457168](#) | Film No.: **221204224**

Mailing Address
4225 EXECUTIVE SQUARE,
SUITE 1600
LA JOLLA CA 92037

Business Address
4225 EXECUTIVE SQUARE,
SUITE 1600
LA JOLLA CA 92037
(858) 558-9700

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) 0001933768	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other
Name of Issuer StepStone Infrastructure Co-Investment Partners 2022, L.P.		
Jurisdiction of Incorporation/ Organization DELAWARE		
Year of Incorporation/Organization <input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2022 <input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer StepStone Infrastructure Co-Investment Partners 2022, L.P.			
Street Address 1 4225 EXECUTIVE SQUARE, SUITE 1600		Street Address 2	
City LA JOLLA	State/Province/Country CALIFORNIA	ZIP/Postal Code 92037	Phone No. of Issuer (858) 558-9700

3. Related Persons

Last Name SICP 2022 (GP) LLC	First Name N/A	Middle Name
Street Address 1 4225 Executive Square, Ste. 1600	Street Address 2	
City La Jolla	State/Province/Country CALIFORNIA	ZIP/Postal Code 92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

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

Last Name StepStone Group Real Assets LP	First Name N/A	Middle Name
Street Address 1 4225 Executive Square, Ste. 1600	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

La Jolla

CALIFORNIA

92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Sole Member of the General Partner of the Issuer

Last Name	First Name	Middle Name
StepStone Group Real Assets Holdings LLC	N/A	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

General Partner of Sole Member of the General Partner of the Issuer

Last Name	First Name	Middle Name
Wong Castillo	Joey	
Street Address 1	Street Address 2	
2 St. James' Market		
City	State/Province/Country	ZIP/Postal Code
London	UNITED KINGDOM	SW1Y 4AH

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
O'Leary	James	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Lapenna	Todd	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Beamish	David	
Street Address 1	Street Address 2	

4225 Executive Square, Ste. 1600

City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Budiselik	Kate	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Cadman	Duane	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McGuinness	John	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kapoor	Varun	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kynaston	Stephen	
Street Address 1	Street Address 2	

4225 Executive Square, Ste. 1600

City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Beer	Simon	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Randel	Johnny	
Street Address 1	Street Address 2	
4225 Executive Square, Ste. 1600		
City	State/Province/Country	ZIP/Postal Code
La Jolla	CALIFORNIA	92037

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 type="checkbox"/> Hedge Fund | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input checked="" 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 | | |

- ☐ Electric Utilities
- ☐ Energy Conservation
- ☐ Environmental Services
- ☐ 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
- ☒ 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 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	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

13. Offering and Sales Amounts

Total Offering Amount \$ USD or ☒ Indefinite

Total Amount Sold \$ 0 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 \$ 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
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StepStone Infrastructure Co-Investment Partners 2022, L.P.	/s/ Joey Wong Castillo	Joey Wong Castillo	Deputy General Counsel, Real Assets of GP of GP of Issuer	2022-08-24
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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.