

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: **2011-11-07**
SEC Accession No. **0001534176-11-000002**

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

FILER

Jensen PCC Co-Investors (Feeder), L.P.

CIK: **1534175** | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: **021-168295** | Film No.: **111183589**

Mailing Address

*C/O CAYMAN NATIONAL
TRUST CO.LTD, ST 62
FORUM LANE, PO BOX 30239
FORUM LANE, PO BOX 30239
E9 KY1-1201*

Business Address

*C/O CAYMAN NATIONAL
TRUST CO.LTD, ST 62
FORUM LANE, PO BOX 30239
FORUM LANE, PO BOX 30239
E9 KY1-1201
345-640-9268*

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) 0001534175	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 Jensen PCC Co-Investors (Feeder), L.P.		
Jurisdiction of Incorporation/Organization CAYMAN ISLANDS		
Year of Incorporation/Organization <input type="checkbox"/> Over Five Years Ago <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2011 <input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer Jensen PCC Co-Investors (Feeder), L.P.			
Street Address 1 C/O CAYMAN NATIONAL TRUST CO.LTD, ST 62	Street Address 2 FORUM LANE, PO BOX 30239		
City FORUM LANE, PO BOX 30239	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1201	Phone No. of Issuer 345-640-9268

3. Related Persons

Last Name	First Name	Middle Name
K2 GP Limited	K2 GP Limited	
Street Address 1 c/o Cayman National Trust Co. Ltd., Suit	Street Address 2 62 Forum Lane, P.O. Box 30239	
City Camana Bay	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary)

[General Partner of the Issuer](#)

Last Name	First Name	Middle Name
Wayne	Steven	W.
Street Address 1 c/o Cayman National Trust Co. Ltd., Suit	Street Address 2 62 Forum Lane, P.O. Box 30239	
City Camana Bay	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1201
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary)

Last Name Popov	First Name Maxim	Middle Name
Street Address 1 c/o Cayman National Trust Co. Ltd., Suit	Street Address 2 62 Forum Lane, P.O. Box 30239	
City Camana Bay	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1201
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name Vere	First Name Robert	Middle Name
Street Address 1 c/o Cayman National Trust Co. Ltd., Suit	Street Address 2 62 Forum Lane, P.O. Box 30239	
City Camana Bay	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1201
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

4. Industry Group

- | | | |
|---|--|---|
| <input type="checkbox"/> Agriculture
<input type="checkbox"/> 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

- 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 **2011-07-12** 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)

- Pooled Investment Fund Interests Equity
- Tenant-in-Common Securities Debt
- Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security 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 \$ 10,000,000 USD

12. Sales Compensation

Recipient N/A	Recipient CRD Number <input checked="" type="checkbox"/> None None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 N/A	Street Address 2	
City N/A	State/Province/Country Unknown	ZIP/Postal Code 00000
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 \$ 10,000,000 USD or Indefinite
Total Amount Sold \$ 10,000,000 USD
Total Remaining to be Sold \$ 0 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

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
Jensen PCC Co-Investors (Feeder), L.P.	/s/ Steven W. Wayne	Steven W. Wayne	Director of K2 GP Limited, General Partner of the Issuer	2011-11-07

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.
