

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

GSO Private Investors Offshore II, L.P.

CIK: **1565295** | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: **021-189999** | Film No.: **13524372**

Mailing Address

*C/O J.P. MORGAN PRIVATE
INVESTMENTS INC.
270 PARK AVENUE, 21ST
FLOOR
NEW YORK NY 10017*

Business Address

*C/O J.P. MORGAN PRIVATE
INVESTMENTS INC.
270 PARK AVENUE, 21ST
FLOOR
NEW YORK NY 10017
(212) 464-1282*

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) [0001565295](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [GSO Private Investors Offshore II, L.P.](#) Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/
Organization [CAYMAN ISLANDS](#) 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 [GSO Private Investors Offshore II, L.P.](#)
Street Address 1 [C/O J.P. MORGAN PRIVATE INVESTMENTS INC.](#) Street Address 2 [270 PARK AVENUE, 5TH FLOOR](#)
City [NEW YORK](#) State/Province/Country [NEW YORK](#) ZIP/Postal Code [10017](#) Phone No. of Issuer [\(212\) 464-1282](#)

3. Related Persons

Last Name	First Name	Middle Name
GSO Private Investors II GP, Ltd.	-	
Street Address 1 C/O INTERTRUST TTEES(CAYMAN),PO BOX 1034	Street Address 2 HARBOUR PLACE, 4TH FL.,103 S. CHURCH ST.	
City GEORGE TOWN, GRAND CAYMAN	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KYI-1102

Relationship: Executive Officer Director Promoter

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

Last Name	First Name	Middle Name
Keens	Warren	
Street Address 1 P.O. BOX 1034, HARBOUR PLACE, 4TH FLOOR	Street Address 2 103 S. CHURCH ST., GEORGE TOWN	

City	State/Province/Country	ZIP/Postal Code
GRAND CAYMAN	CAYMAN ISLANDS	KYI-1102

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of GSO Private Investors II GP, Ltd., General Partner

Last Name	First Name	Middle Name
Martin	Linburgh	
Street Address 1	Street Address 2	
P.O. BOX 1034, HARBOUR PLACE, 4TH FLOOR	103 S. CHURCH ST., GEORGE TOWN	
City	State/Province/Country	ZIP/Postal Code
GRAND CAYMAN	CAYMAN ISLANDS	KYI-1102

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of GSO Private Investors II GP, Ltd., General Partner

Last Name	First Name	Middle Name
Sutlic	John	
Street Address 1	Street Address 2	
P.O. BOX 1034, HARBOUR PLACE, 4TH FLOOR	103 S. CHURCH ST., GEORGE TOWN	
City	State/Province/Country	ZIP/Postal Code
GRAND CAYMAN	CAYMAN ISLANDS	KYI-1102

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of GSO Private Investors II GP, Ltd., General Partner

Last Name	First Name	Middle Name
J.P. Morgan Private Investments Inc.	-	
Street Address 1	Street Address 2	
270 PARK AVENUE		
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Administrator of the Issuer

Last Name	First Name	Middle Name
Theunissen	Shideh	
Street Address 1	Street Address 2	
C/O J.P. MORGAN PRIVATE INVESTMENTS INC.	270 PARK AVENUE	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of J.P. Morgan Private Investments Inc., Administrator

Last Name	First Name	Middle Name
Wezdenko	David	
Street Address 1	Street Address 2	
C/O J.P. MORGAN PRIVATE INVESTMENTS INC.	270 PARK AVENUE	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of J.P. Morgan Private Investments Inc., Administrator

Last Name	First Name	Middle Name
Conklin	Margaret	
Street Address 1	Street Address 2	
C/O J.P. MORGAN PRIVATE INVESTMENTS INC.	270 PARK AVENUE	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of J.P. Morgan Private Investments Inc., Administrator

Last Name	First Name	Middle Name
Frame	David	
Street Address 1	Street Address 2	
C/O J.P. MORGAN PRIVATE INVESTMENTS INC.	270 PARK AVENUE	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of J.P. Morgan Private Investments Inc., Administrator

Last Name	First Name	Middle Name
Hill	Glenn	
Street Address 1	Street Address 2	
C/O J.P. MORGAN PRIVATE INVESTMENTS INC.	270 PARK AVENUE	
City	State/Province/Country	ZIP/Postal Code
NEW YORK	NEW YORK	10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of J.P. Morgan Private Investments Inc., Administrator

Last Name	First Name	Middle Name
McGraw	Thomas	
Street Address 1	Street Address 2	
C/O J.P. MORGAN PRIVATE INVESTMENTS INC.	270 PARK AVENUE	

City: NEW YORK State/Province/Country: NEW YORK ZIP/Postal Code: 10017

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of J.P. Morgan Private Investments Inc., Administrator

4. Industry Group

- Agriculture, Banking & Financial Services, Health Care, Manufacturing, Real Estate, Retailing, Restaurants, Technology, Travel, and Other categories with checkboxes.

5. Issuer Size

- Revenue Range and Aggregate Net Asset Value Range categories with checkboxes.

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 [2012-12-31](#) 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 \$ [100,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None
J.P. Morgan Securities LLC	079
(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
270 PARK AVENUE	

City
NEW YORK

State/Province/Country
NEW YORK

ZIP/Postal Code
10017

State(s) of Solicitation All States Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
Total Amount Sold \$ **288,000,000** 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 \$ **0** USD Estimate

Finders' Fees \$ **0** USD Estimate

Clarification of Response (if Necessary)

Investors buying interests (other than investors for whom the Administrator exercises investment discretion) may pay a one-time upfront fee of up to 2%. This fee is not an issuer expense, so it is not reflected as a sales commission or finder's fee.

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
GSO Private Investors Offshore II, L.P.	/s/ Michael J. Chiaravalloti	Michael J. Chiaravalloti	Managing Director, J.P. Morgan Private Investments Inc.	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.