

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: **2013-01-15**
SEC Accession No. [0001544372-13-000001](#)

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

FILER

Salient Risk Parity Fund V15, LP

CIK: [1544372](#) | IRS No.: [300713977](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: [021-174971](#) | Film No.: [13530137](#)

Mailing Address
*4265 SAN FELIPE, 8TH
FLOOR
HOUSTON TX 77027*

Business Address
*4265 SAN FELIPE, 8TH
FLOOR
HOUSTON TX 77027
713-993-4675*

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) [0001544372](#) Previous Name(s) None Entity Type
 Corporation
Name of Issuer [Salient Risk Parity Fund V15, 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 [Salient Risk Parity Fund V15, LP](#)
Street Address 1 [4265 SAN FELIPE, 8TH FLOOR](#) Street Address 2
City [HOUSTON](#) State/Province/Country [TEXAS](#) ZIP/Postal Code [77027](#) Phone No. of Issuer [713-993-4675](#)

3. Related Persons

Last Name	First Name	Middle Name
Salient Capital Management, LLC	n/a	n/a
Street Address 1 4265 San Felipe, 8th Floor	Street Address 2	
City Houston	State/Province/Country TEXAS	ZIP/Postal Code 77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Salient Capital Management, LLC is the manager of the general partner of the Issuer.](#)

Last Name	First Name	Middle Name
Salient Risk Parity Fund GP, LLC	n/a	
Street Address 1 4265 San Felipe, 8th Floor	Street Address 2	
City	State/Province/Country	ZIP/Postal Code

Houston

TEXAS

77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Salient Risk Parity Fund GP, LLC is the general partner of the Issuer.

Last Name	First Name	Middle Name
Bachtold	Paul	A.
Street Address 1 4265 San Felipe, 8th Floor	Street Address 2	
City Houston	State/Province/Country TEXAS	ZIP/Postal Code 77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Blaisdell	John	A.
Street Address 1 4265 San Felipe, 8th Floor	Street Address 2	
City Houston	State/Province/Country TEXAS	ZIP/Postal Code 77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Linbeck	Andrew	B.
Street Address 1 4265 San Felipe, 8th Floor	Street Address 2	
City Houston	State/Province/Country TEXAS	ZIP/Postal Code 77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Partridge	Lee	G.
Street Address 1 4265 San Felipe, 8th Floor	Street Address 2	
City Houston	State/Province/Country TEXAS	ZIP/Postal Code 77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Price	John	E.
Street Address 1	Street Address 2	
4265 San Felipe, 8th Floor		
City	State/Province/Country	ZIP/Postal Code
Houston	TEXAS	77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Radcliffe	Jeremy	L.
Street Address 1	Street Address 2	
4265 San Felipe, 8th Floor		
City	State/Province/Country	ZIP/Postal Code
Houston	TEXAS	77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Croce	Roberto	
Street Address 1	Street Address 2	
4265 San Felipe, 8th Floor		
City	State/Province/Country	ZIP/Postal Code
Houston	TEXAS	77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Thomas	Adam	
Street Address 1	Street Address 2	
4265 San Felipe, 8th Floor		
City	State/Province/Country	ZIP/Postal Code
Houston	TEXAS	77027

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

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 [2012-03-01](#) 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 \$ [500,000](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Craig C. Dawson	5479491	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
Salient Capital, L.P.	147912	
Street Address 1	Street Address 2	
4265 San Felipe, 8th Floor		
City	State/Province/Country	ZIP/Postal Code
Houston	TEXAS	77027
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

[TEXAS](#)

Recipient	Recipient CRD Number <input type="checkbox"/> None
John C. Dawson III	2099737

(Associated) Broker or Dealer None

Salient Capital, L.P.

Street Address 1

4265 San Felipe, 8th Floor

City

Houston

State(s) of Solicitation All States

(Associated) Broker or Dealer CRD Number None

147912

Street Address 2

State/Province/Country

TEXAS

Foreign/Non-US

ZIP/Postal Code

77027

LOUISIANA
OKLAHOMA
TEXAS

Recipient

Gregory A. Reid

(Associated) Broker or Dealer None

Salient Capital, L.P.

Street Address 1

4265 San Felipe, 8th Floor

City

Houston

State(s) of Solicitation All States

Recipient CRD Number None

2176683

(Associated) Broker or Dealer CRD Number None

147912

Street Address 2

State/Province/Country

TEXAS

Foreign/Non-US

ZIP/Postal Code

77027

TEXAS

Recipient

Matthew P. Summers

(Associated) Broker or Dealer None

Salient Capital, L.P.

Street Address 1

4265 San Felipe, 8th Floor

City

Houston

State(s) of Solicitation All States

Recipient CRD Number None

5584800

(Associated) Broker or Dealer CRD Number None

147912

Street Address 2

State/Province/Country

TEXAS

Foreign/Non-US

ZIP/Postal Code

77027

TEXAS

Recipient

Fred L. Williams, Jr.

(Associated) Broker or Dealer None

Salient Capital, L.P.

Street Address 1

4265 San Felipe, 8th Floor

City

Recipient CRD Number None

2803138

(Associated) Broker or Dealer CRD Number None

147912

Street Address 2

State/Province/Country

ZIP/Postal Code

Houston

TEXAS

77027

State(s) of Solicitation All States

Foreign/Non-US

TEXAS

Recipient

Arthur H. Sherman

Recipient CRD Number None

2813406

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Salient Capital, L.P.

147912

Street Address 1

Street Address 2

4265 San Felipe, 8th Floor

City

State/Province/Country

ZIP/Postal Code

Houston

TEXAS

77027

State(s) of Solicitation All States

Foreign/Non-US

TEXAS

Recipient

David E. Hicks

Recipient CRD Number None

3253023

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Salient Capital, L.P.

147912

Street Address 1

Street Address 2

4265 San Felipe, 8th Floor

City

State/Province/Country

ZIP/Postal Code

Houston

TEXAS

77027

State(s) of Solicitation All States

Foreign/Non-US

OHIO

Recipient

William W. Cathriner II

Recipient CRD Number None

1686950

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

Salient Capital, L.P.

147912

Street Address 1

Street Address 2

4265 San Felipe, 8th Floor

City

State/Province/Country

ZIP/Postal Code

Houston

TEXAS

77027

State(s) of Solicitation All States

Foreign/Non-US

TEXAS

Recipient

Phillip M. Plant

Recipient CRD Number None

364393

(Associated) Broker or Dealer None

Herndon Plant Oakley, Ltd.

Street Address 1

800 North Shoreline Blvd.

City

Corpus Christi

State(s) of Solicitation All States

(Associated) Broker or Dealer CRD Number None

44971

Street Address 2

Suite 2200 South

State/Province/Country

TEXAS

Foreign/Non-US

ZIP/Postal Code

78401

TEXAS

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 244,964,455 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 \$ 312,527 USD Estimate

Finders' Fees \$ 0 USD Estimate

Clarification of Response (if Necessary)

The Issuer's advisor, an affiliate, pays from its own resources (including from amounts disclosed in item 16) sales compensation to financial intermediaries who assist with the Issuer's private placement of interests in the estimated annual amount above.

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.

\$ 3,674,467 USD Estimate

Clarification of Response (if Necessary)

The Issuer pays to an affiliate investment management fees up to a maximum of 1.5% per annum of the Issuer's net assets. The above estimate assumes the maximum rate for all investment amounts.

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
Salient Risk Parity Fund V15, LP	John E. Price	John E. Price	Chief Financial Officer	2013-01-15

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.