

# 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: **2013-01-11**  
SEC Accession No. [0001496107-13-000001](#)

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

### FILER

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**Franklin Non-U.S. Equity (Cayman) Fund, Ltd.**

CIK: [1496107](#) | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: [021-145028](#) | Film No.: **13525307**

Mailing Address  
600 5TH AVENUE  
NEW YORK NY 10020

Business Address  
600 5TH AVENUE  
NEW YORK NY 10020  
650-312-2052

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)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
<a href="#">0001496107</a>		<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
<a href="#">Franklin Non-U.S. Equity (Cayman) Fund, Ltd.</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 type="checkbox"/> Over Five Years Ago		<a href="#">Cayman Islands Exempted Company</a>
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2009		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
<a href="#">Franklin Non-U.S. Equity (Cayman) Fund, Ltd.</a>			
Street Address 1		Street Address 2	
<a href="#">600 5TH AVENUE</a>			
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
<a href="#">NEW YORK</a>	<a href="#">NEW YORK</a>	<a href="#">10020</a>	<a href="#">650-312-2052</a>

3. Related Persons

Last Name	First Name	Middle Name
<a href="#">JOHNSON</a>	<a href="#">JENNIFER</a>	<a href="#">M</a>
Street Address 1	Street Address 2	
<a href="#">ONE FRANKLIN PARKWAY</a>		
City	State/Province/Country	ZIP/Postal Code
<a href="#">SAN MATEO</a>	<a href="#">CALIFORNIA</a>	<a href="#">94403-1906</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

[Director of the Issuer.](#)

Last Name	First Name	Middle Name
<a href="#">LUSK</a>	<a href="#">JOHN</a>	<a href="#">M</a>
Street Address 1	Street Address 2	
<a href="#">ONE FRANKLIN PARKWAY</a>		
City	State/Province/Country	ZIP/Postal Code

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Director of the Issuer.

Last Name	First Name	Middle Name
LEE	SCOTT	M
Street Address 1 ONE FRANKLIN PARKWAY	Street Address 2	
City SAN MATEO	State/Province/Country CALIFORNIA	ZIP/Postal Code 94403-1906

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Director of the Issuer and Senior Vice President of the Investment Manager and Managing Director, U.S. Institutional Sales.

#### 4. Industry Group

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Agriculture   | <input type="checkbox"/> Health Care            | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services  | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking  | <input type="checkbox"/> Health Insurance       | <input type="checkbox"/> 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          | <input type="checkbox"/> Travel                    |
| <input type="checkbox"/> Hedge Fund  | <input type="checkbox"/> 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 checked="" 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   |   |  |
| <input type="checkbox"/> 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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- 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)
- |   |   |
|---|---|
| <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 [2010-06-30](#)  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 \$ [426,776](#) USD

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## 12. Sales Compensation

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Recipient <a href="#">William J. Makris</a>	Recipient CRD Number <input type="checkbox"/> None <a href="#">2289395</a>	
(Associated) Broker or Dealer <input type="checkbox"/> None  <a href="#">Franklin Templeton Financial Services Corp (FTFS)</a>	(Associated) Broker or Dealer CRD Number <a href="#">13594</a>	<input type="checkbox"/> None
Street Address 1 <a href="#">One Franklin Parkway</a>	Street Address 2	
City <a href="#">San Mateo</a>	State/Province/Country <a href="#">CALIFORNIA</a>	ZIP/Postal Code <a href="#">94403-1906</a>
State(s) of Solicitation <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

HAWAII
UTAH
NEW YORK
NEVADA
ARIZONA
CALIFORNIA
MONTANA
OREGON
WASHINGTON
NEW MEXICO
ALASKA
IDAHO
WYOMING
COLORADO
PENNSYLVANIA

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## 13. Offering and Sales Amounts

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Total Offering Amount	\$	USD or <input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$ <a href="#">19,335,528</a>	USD
Total Remaining to be Sold	\$	USD or <input checked="" type="checkbox"/> 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:

3

## 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 \$ 4,375 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

When applicable, commission is 20% of applicable management fee in Year 1 of investment and 10% of applicable management fee in Year 2 of investment.

## 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)

Investment Manager receives a monthly management fee for services to issuer on an annualized basis of net assets attributable to each series as follows: 0.5% upto and including \$25M, 0.4% over \$25M and up to and including \$50M, and 0.35% over \$50M.

## 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
Franklin Non-U.S. Equity (Cayman) Fund, Ltd.	John M. Lusk	John M. Lusk	Director	2013-01-10

*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.

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