

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: **2013-01-17**
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([HTML Version](#) on [secdatabase.com](#))

FILER

Galena Private Equity Resources Fund LP

CIK: [1557888](#) | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D** | Act: **33** | File No.: [021-190471](#) | Film No.: **13534981**

Mailing Address

*INTERNATIONAL
MANAGEMENT SERVICES
LTD.
3RD FLOOR HARBOUR
CENTRE, P.O. BOX 61
GEORGE TOWN, GRAND
CAYMAN E9 KY1-1102*

Business Address

*INTERNATIONAL
MANAGEMENT SERVICES
LTD.
3RD FLOOR HARBOUR
CENTRE, P.O. BOX 61
GEORGE TOWN, GRAND
CAYMAN E9 KY1-1102
44 0 20 7170 7948*

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) 0001557888	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input checked="" type="checkbox"/> Other Exempted limited partnership
Name of Issuer Galena Private Equity Resources Fund LP		
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 Galena Private Equity Resources Fund LP			
Street Address 1 INTERNATIONAL MANAGEMETN SERVICES LTD.	Street Address 2 3RD FLOOR HARBOUR CENTRE, P.O. BOX 61		
City GEORGE TOWN, GRAND CAYMAN	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1102	Phone No. of Issuer 44 0 20 7170 7948

3. Related Persons

Last Name Galena Private Equity Resources Limited	First Name n/a	Middle Name n/a
Street Address 1 International Management Services Ltd.	Street Address 2 3rd Floor, Harbour Centre, P.O. Box 61	
City George Town, Grand Cayman	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1102

Relationship: Executive Officer Director Promoter

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

Last Name Galena Asset Management B.V.	First Name n/a	Middle Name n/a
Street Address 1 Geneva Branch	Street Address 2 Rue de Jargonnant 5	
City	State/Province/Country	ZIP/Postal Code

Geneva

SWITZERLAND

1207

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Investment Manager of the Issuer ("Manager")

Last Name	First Name	Middle Name
Byrne	Martin	
Street Address 1 Waterfront Centre	Street Address 2 P.O. Box 2558, George Town	
City Grand Cayman	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1103

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of the General Parter

Last Name	First Name	Middle Name
Kelly	Sarah	
Street Address 1 International Management Services Ltd.	Street Address 2 3rd Floor, Harbour Centre, P.O. Box 61	
City George Town, Grand Cayman	State/Province/Country CAYMAN ISLANDS	ZIP/Postal Code KY1-1102

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of the General Parter

Last Name	First Name	Middle Name
Weir	Jeremy	
Street Address 1 Rue de Jargonant 5	Street Address 2	
City Geneva	State/Province/Country SWITZERLAND	ZIP/Postal Code 1207

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Director of the General Parter

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 [2012-12-20](#) 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	Recipient CRD Number <input checked="" type="checkbox"/> None	
Capstone Advisers SA	None	
(Associated) Broker or Dealer <input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input type="checkbox"/> None	
CPS Securities, LP	136941	
Street Address 1	Street Address 2	
19 Grand Rue		
City	State/Province/Country	ZIP/Postal Code
Nylon	SWITZERLAND	1260
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient	Recipient CRD Number <input type="checkbox"/> None
Alternative Asset Investment Management Securities, LLC	135131

(Associated) Broker or Dealer None

None

Street Address 1

2W 47th Street

City

New York

State(s) of Solicitation All States

(Associated) Broker or Dealer CRD
Number

None

Street Address 2

Suite 1004

State/Province/Country

NEW YORK

Foreign/Non-US

None

ZIP/Postal
Code

10036

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite

Total Amount Sold \$ 100,000,000 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)

Payment equal to 2%, or such lesser amount as is payable or paid by the Prospective Investor, as defined under the applicable agreement, as a management 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)

The Directors of the General Partner are entitled to receive an annual fee. The Manager receives a management fee equal to 2.0% of NAV payable quarterly in arrears and a performance fee of 20% of net profits accrued annually.

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
Galena Private Equity Resources Fund LP	/s/ Martin Byrne	Martin Byrne	Director of the General Partner	2013-01-17

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.