

Form D Staple Street Capital II, L.P.

D - Notice of Exempt Offering of Securities

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/ Form D (/Document/0001622883-14-000001/)

/ (Filer)

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Period Ending In: 2014-12-19

[About Form D \(/Form/D\)](#)

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SEC FORM D

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

**UNITED STATES
SECURITIES AND
EXCHANGE
COMMISSION**

Washington, D.C. 20549

FORM D

**Notice of Exempt
Offering of Securities**

OMB APPROVAL

OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

1. Issuer's Identity

CIK (Filer ID Number)

0001622883 (/CIK/0001622883)

Previous
Names None

Entity Type

 X

Limited Partnership

Name of Issuer

STAPLE STREET CAPITAL II, L.P.

Jurisdiction of

Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

 Within Last Five Years (Specify Year) 2014

2. Principal Place of Business and Contact Information

Name of Issuer

STAPLE STREET CAPITAL II, L.P.

Street Address 1

888 SEVENTH AVENUE, 29TH FLOOR

Street Address 2

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/PostalCode

10019

Phone Number of Issuer

(212) 613-3100

3. Related Persons

Last Name

OWENS

First Name

STEPHEN

Middle Name

D.

Street Address 1

888 SEVENTH AVENUE, 29TH

Street Address 2

FLOOR

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/PostalCode

10019

Relationship: Executive Officer Promoter

Clarification of Response (if Necessary):

Last Name

YAGHOOBZADEH

First Name

HOOTAN

Middle Name

Street Address 1

888 SEVENTH AVENUE, 29TH

Street Address 2

FLOOR

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/PostalCode

10019

Relationship: Executive Officer Promoter

Clarification of Response (if Necessary):

4. Industry Group

 Pooled Investment Fund Private Equity FundIs the issuer registered as
an investment company under
the Investment Company
Act of 1940?

X No

Energy

5. Issuer Size

Revenue Range OR Aggregate Net Asset Value Range

Decline to Disclose

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 506(b)

X Investment Company
Act Section 3(c)

X Section
3(c)(1)

X Section 3(c)(7)

7. Type of Filing

New Notice Date of First Sale First Sale Yet to Occur

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? X No

9. Type(s) of Securities Offered (select all that apply)

Equity

Pooled Investment Fund Interests

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient
UBS SECURITIES LLC

Recipient CRD Number
7654

(Associated) Broker or Dealer None(Associated) Broker or Dealer None

None

CRD Number

None

Street Address 1

Street Address 2

1285 AVENUE OF THE AMERICAS

City

State/Province/Country

ZIP/Postal Code

NEW YORK

NEW YORK

10019

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

 All States

13. Offering and Sales Amounts

Total Offering Amount \$200,000,000 USD or

Total Amount Sold \$0 USD

Total Remaining to be Sold \$200,000,000 USD or

Clarification of Response (if Necessary):

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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 & Finder's 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 EstimateFinders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

Placement agent fees to be paid based upon a fee schedule. Such fees are offset dollar-for-dollar against the management fees payable by the Issuer.

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

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 general partner is entitled to a performance allocation. The investment manager is entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

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, in the accordance with applicable law, 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 the issuer 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, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

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
STAPLE STREET CAPITAL II, L.P.	/S/ HOOTAN YAGHOUBZADEH	HOOTAN YAGHOUBZADEH	MANAGER OF THE GENERAL PARTNER OF GENERAL	2014-12-18 Date

PARTNER OF ISSUER

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.

primary_doc.xml https://sec.report/Document/0001622883-14-000001/primary_doc.xml

Schema Version: X0707

Submission Type: D

Test Or Live: LIVE

Primary Issuer

Cik 0001622883

Entity Name STAPLE STREET CAPITAL II, L.P.

Issuer Address

Street1 888 SEVENTH AVENUE, 29TH FLOOR

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10019

Issuer Phone Number (212) 613-3100

Jurisdiction Of Inc DELAWARE

Issuer Previous Name List None

Edgar Previous Name List None

Entity Type Limited Partnership

Year Of Inc

Within Five Years true

Value 2014

Related Person Info

Related Person Name

First Name STEPHEN

Middle Name D.

Last Name OWENS

Related Person Address

Street1 888 SEVENTH AVENUE, 29TH FLOOR

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10019

Relationship

0 Executive Officer

1 Promoter

Related Person Name

First Name HOOTAN

Last Name YAGHOOBZADEH

Related Person Address

Street1 888 SEVENTH AVENUE, 29TH FLOOR

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10019

Relationship

0 Executive Officer

1 Promoter

Offering Data

Industry Group

Industry Group Type Pooled Investment Fund

Investment Fund Info

Investment Fund Type Private Equity Fund

Is40 Act false

Issuer Size Revenue Range Decline to Disclose

Item

0 06b

1 3C

2 3C.1

3 3C.7

Type Of Filing

New Or Amendment Is Amendment false

Date Of First Sale Yet To Occur true

Duration Of Offering More Than One Year false

Types Of Securities Offered

Is Equity Type true

Is Pooled Investment Fund Type true

Business Combination Transaction

Is Business Combination Transaction false

Minimum Investment Accepted 0

Recipient

Recipient Name UBS SECURITIES LLC

Recipient C R D Number 7654

Associated B D Name None

Associated B D C R D Number None

Recipient Address

Street1 1285 AVENUE OF THE AMERICAS

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10019

States Of Solicitation List All States

Foreign Solicitation false

Offering Sales Amounts

Total Offering Amount 200000000

Total Amount Sold 0

Total Remaining 200000000

Clarification Of Response

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

Investors

Has Non Accredited Investors false

Total Number Already Invested 0

Sales Commissions Finders Fees

Sales Commissions

Dollar Amount 0

Is Estimate true

Finders Fees

Dollar Amount 0

Is Estimate true

Clarification Of Response

Placement agent fees to be paid based upon a fee schedule. Such fees are offset dollar-for-dollar against the management fees payable by the Issuer.

Use Of Proceeds

Gross Proceeds Used

Dollar Amount 0

Is Estimate true

Clarification Of Response

The general partner is entitled to a performance allocation. The investment manager is entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

Signature Block

Authorized Representative false

Signature

Issuer Name STAPLE STREET CAPITAL II, L.P.

Signature Name /S/ HOOTAN YAGHOOBZADEH



Name Of Signer HOOTAN YAGHOOBZADEH

Signature Title MANAGER OF THE GENERAL PARTNER OF GENERAL PARTNER OF ISSUER

Signature Date 2014-12-19

Additional Files

File	Sequence	Description	Type	Size
0001622883-14-000001.txt (https://sec.report/Document/0001622883-14-000001/0001622883-14-000001.txt)		Complete submission text file		8731

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SEC CFR Title 17 of the Code of Federal Regulations. (<https://ecfr.io/Title-17/>)