

Form D Staple Street Capital Iii-a, L.p.

Notice of Exempt Offering of Securities, items 06b, 3C, 3C.1, and 3C.7

SEC.report (<https://sec.report/>) / STAPLE STREET CAPITAL III-A, L.P. (/CIK/0001827585)

/ Form D (/Document/0001827585-20-000001/)

/ (Filer)

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Period Ending In: 2020-10-08

[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 Identitv

1. Issuer's Identity

CIK (Filer ID Number) 0001827585 (/CIK/0001827585)
 Name of Issuer STAPLE STREET CAPITAL III-A, L.P.
 Jurisdiction of Incorporation/Organization DELAWARE
 Year of Incorporation/Organization Within Last Five Years (Specify Year) 2020

Previous Names None

Entity Type Limited Partnership

2. Principal Place of Business and Contact Information

Name of Issuer STAPLE STREET CAPITAL III-A, L.P.
 Street Address 1 1290 AVENUE OF THE AMERICAS, 10TH FLOOR
 Street Address 2
 City NEW YORK State/Province/Country NEW YORK ZIP/PostalCode 10104 Phone Number of Issuer (212) 613-3100

3. Related Persons

Last Name OWENS First Name STEPHEN Middle Name D.
 Street Address 1 1290 AVENUE OF THE AMERICAS, 10TH FLOOR Street Address 2
 City NEW YORK State/Province/Country NEW YORK ZIP/PostalCode 10104
 Relationship: Executive Officer Promoter

Clarification of Response (if Necessary):

Last Name YAGHOOBZADEH First Name HOOTAN Middle Name
 Street Address 1 1290 AVENUE OF THE AMERICAS, 10TH FLOOR Street Address 2
 City NEW YORK State/Province/Country NEW YORK ZIP/PostalCode 10104
 Relationship: Executive Officer Promoter

Clarification of Response (if Necessary):**4. Industry Group**

Pooled Investment Fund
 Private Equity Fund
 Is 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)

 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 <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	
None	CRD Number	<input checked="" type="checkbox"/> None
Street Address 1 1285 AVENUE OF THE AMERICAS	Street Address 2 None	
City NEW YORK	State/Province/Country NEW YORK	ZIP/Postal Code 10019
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input checked="" type="checkbox"/> All States	

13. Offering and Sales Amounts

Total Offering Amount \$400,000,000 USD or
 Total Amount Sold \$0 USD
 Total Remaining to be Sold \$400,000,000 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. The Total Offering Amount and Total Remaining to be Sold are aggregated together with the Issuer and its related parallel fund.

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 Estimate

Finders' 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 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 fees are fully disclosed 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 Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) 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
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STAPLE STREET CAPITAL III-A, L.P.	/S/ HOOTAN YAGHOOBZADEH	HOOTAN YAGHOOBZADEH	MANAGER OF THE GP OF THE GP OF THE ISSUER	2020-10-08
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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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Schema Version: X0708

Submission Type: D

Test Or Live: LIVE

Primary Issuer

Cik 0001827585

Entity Name STAPLE STREET CAPITAL III-A, L.P.

Issuer Address

Street1 1290 AVENUE OF THE AMERICAS, 10TH FLOOR

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10104

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 2020

Related Person Info

Related Person Name

First Name STEPHEN

Middle Name D.

Last Name OWENS

Related Person Address

Street1 1290 AVENUE OF THE AMERICAS, 10TH FLOOR

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10104

Relationship

0 Executive Officer

1 Promoter

Related Person Name

First Name HOOTAN

Last Name YAGHOOBZADEH

Related Person Address

Street1 1290 AVENUE OF THE AMERICAS, 10TH FLOOR

City NEW YORK

State Or Country NY

State Or Country Description NEW YORK

Zip Code 10104

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 400000000

Total Amount Sold 0

Total Remaining 400000000

Clarification Of Response

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests. The Total Offering Amount and Total Remaining to be Sold are aggregated together with the Issuer and its related parallel fund.

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 fees are fully disclosed in the Issuer's confidential offering materials.

Signature Block**Authorized Representative** false**Signature****Issuer Name** STAPLE STREET CAPITAL III-A, L.P.**Signature Name** /S/ HOOTAN YAGHOOBZADEH**Name Of Signer** HOOTAN YAGHOOBZADEH**Signature Title** MANAGER OF THE GP OF THE GP OF THE ISSUER**Signature Date** 2020-10-08

Additional Files

File	Sequence	Description	Type	Size
0001827585-20-000001.txt (https://sec.report/Document/0001827585-20-000001/0001827585-20-000001.txt)		Complete submission text file		8898

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

