Form D Staple Street Capital Iii-a, L.p.
Notice of Exempt Offering of Securities, items 06b, 3C, 3C.1, and 3C.7

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.
1. Issuer's Identity

<table>
<thead>
<tr>
<th>CIK (Filer ID Number)</th>
<th>Previous Names</th>
<th>Entity Type</th>
</tr>
</thead>
<tbody>
<tr>
<td>0001827585 (CIK/0001827585)</td>
<td>None</td>
<td>Limited Partnership</td>
</tr>
</tbody>
</table>

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

2. Principal Place of Business and Contact Information

<table>
<thead>
<tr>
<th>Name of Issuer</th>
<th>Street Address 1</th>
<th>Street Address 2</th>
</tr>
</thead>
<tbody>
<tr>
<td>STAPLE STREET CAPITAL III-A, L.P.</td>
<td>1290 AVENUE OF THE AMERICAS, 10TH FLOOR</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>City</th>
<th>State/Province/Country</th>
<th>ZIP/PostalCode</th>
<th>Phone Number of Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>NEW YORK</td>
<td>NEW YORK</td>
<td>10104</td>
<td>(212) 613-3100</td>
</tr>
</tbody>
</table>

3. Related Persons

<table>
<thead>
<tr>
<th>Last Name</th>
<th>First Name</th>
<th>Middle Name</th>
<th>Relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>OWENS</td>
<td>STEPHEN</td>
<td>D.</td>
<td>Executive Officer, Promoter</td>
</tr>
<tr>
<td>YAGHOOBZADEH</td>
<td>HOOTAN</td>
<td></td>
<td>Executive Officer, Promoter</td>
</tr>
</tbody>
</table>

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
X Decline to Disclose

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

X Rule 506(b)
X Investment Company Act Section 3(c)
X Section 3(c)(1)
X Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale X 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)

X Equity X 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

Street Address 1
1285 AVENUE OF THE AMERICAS

Street Address 2


City
NEW YORK

State/Province/Country
NEW YORK

ZIP/Postal Code
10019

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:

0

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 \checkmark \text{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.
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.
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
Executive Officer
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

<table>
<thead>
<tr>
<th>File</th>
<th>Sequence</th>
<th>Description</th>
<th>Type</th>
<th>Size</th>
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<tbody>
<tr>
<td>0001827585-20-000001.txt</td>
<td>Complete submission text file</td>
<td>8898</td>
<td></td>
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