		· . *·		1459793
FORM D	UNITED STATE	S	· [OMB APPROVAL
	SECURITIES AND EXCHANGE			OMB Number: 3235-0076
	Washington, D.C. 2	0549		Expires: August 31,2008
Mail Processing Section				Estimated average burden
	FORM D	, 		hours per response16.00
MAR 122009	NOTICE OF SALE OF 	SECURITIE	S	SEC USE ONLY
2 3 5×63 % 1.	PURSUANT TO REGU	LATION D	, .	Prefix Serial
Washington, DC	SECTION 4(6), A	ND/OR	20	DATE RECEIVED
401	UNIFORM LIMITED OFFER		PTION	
	1997 - 19			· · · · · · · · · · · · · · · · · · ·
	is an amendment and name has changed, and in		•	•
Filing Under (Check box(es) that apply	vestments III, LLC / Offering of Investor M /): Rule 504 Rule 505 Rule 50			
Type of Filing: New Filing				
	•	· · ·		a a shi ta sh
	A. BASIC IDENTIFICATI	ION DATA		
1. Enter the information requested a	bout the issuer			
Name of Issuer (check if this is a	n amendment and name has changed, and indica	ate change.)		09036331
Advanced Equities GreenTech Inv	estments III, LLC			
Address of Executive Offices	(Number and Street, City,	State, Zip Code)	Telephone	Number (Including Area Code)
311 South Wacker Drive Suite 16	50 Chicago IL 60606		312-377-53	00
Address of Principal Business Operatio	ons (Number and Street, City	v, State, Zip Code)	Telephon	e Number (Including Area Code)
(if different from Executive Offices)			Same	
Same Brief Description of Business	· · · · · · · · · · · · · · · · · · ·	· · · · ·	oanic	
•	age, privately held, technology-based proc	duct and service	companies.	
			•	
Type of Business Organization	·			MUGEODED
corporation	limited partnership, already formed	🗹 other (j	please specify)	
business trust	limited partnership, to be formed	Limited Liab	ility Company	MAR 2 7 2009
Actual or Estimated Date of Incorporat	Month Year	Actual 🗔 Estin	motod	TUAMONIDEUTEDA
-	ion or Organization: 011 09 2 zation: (Enter two-letter U.S. Postal Service ab		mated	THOMSON REUTERS
i C	CN for Canada; FN for other foreign		DE	
GENERAL INSTRUCTIONS				
Federal:				
	ffering of securities in reliance on an exemption u	inder Regulation D	or Section 4(6)	, 17 CFR 230.501 et seq. or 15 U.S.C.
77d(6).				
	no later than 15 days after the first sale of secur			
	e earlier of the date it is received by the SEC at ed by United States registered or certified mail t		elow or, if rece	eived at that address after the date on
Where To File: U.S. Securities and Ex	change Commission, 450 Fifth Street, N.W., Wa	ashington, D.C. 20	549.	
	is notice must be filed with the SEC, one of whi	- ·		copies not manually signed must be
photocopies of the manually signed cop		mase ov mandan	, signed, sally	ANOV ALAMANAMANAY DABLACH ALAMOU DV
	ust contain all information requested. Amendme			
	rt C, and any material changes from the informati	on previously supp	lied in Parts A	and B. Part E and the Appendix need
not be filed with the SEC.				
Filing Fee: There is no federal filing f	ee.	, e		
State:				

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

SEC 1972 (6-02)

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 control number.

A. BASIC IDEN	FIFICATION DATA		
2. Enter the information requested for the following:			
• Each promoter of the issuer, if the issuer has been organized within			
• Each beneficial owner having the power to vote or dispose, or direct	-		
• Each executive officer and director of corporate issuers and of cor	porate general and mana	ging partners of pa	artnership issuers; and
• Each general and managing partner of partnership issuers.			
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) ADVANCED EQUITIES GREENTECH MANAGEMENT CORPOR	ATION		
Business or Residence Address (Number and Street, City, State, Zip Code) 311 South Wacker Drive Suite 1650 Chicago IL 60606)		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Code))	<u> </u>	
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			
Business or Residence Address (Number and Street, City, State, Zip Code))		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		,	
Business or Residence Address (Number and Street, City, State, Zip Code)	1		
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>		
Business or Residence Address (Number and Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number and Street, City, State, Zip Code)			
Check Box(es) that Apply: Promoter Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)			· · · · · · · · · · · · · · · · · · ·
Business or Residence Address (Number and Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
(Use blank sheet, or copy and use add	itional copies of this she	eet, as necessary)	

2 of 9

				B. II	NFORMAT	ION ABOU	T OFFERI	NG				N	
1. Has th	e issuer sol	d, or does tl	he issuer in	ntend to se	ll, to non-a	ccredited i	nvestors ir	this offer	ing?		Yes		
											\$_ <u>100</u>	0,000.00	(1)
											Yes	No	
	-	-		-							X		
comm If a pe or stat	ission or sim rson to be lis es, list the n	ilar remune sted is an ass ame of the b	ration for s sociated pe roker or do	solicitation erson or age caler. If mo	of purchase ent of a brok ore than five	ers in conno ter or deale e (5) persor	ection with r registered as to be list	sales of see d with the S ed arc asso	curities in t EC and/or	he offering. with a state			
			ividual)										
		-			ity, State, Z	Cip Code)							
				L 60606									_
Name of A	ssociated B	roker or De	aler										
States in W	/hich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers							_
(Chec	k "All State	s" or check	individual	States)			•••••				🗌 Al	l States	
AL	AK	AZ	AR	GA	CO	S T	DE	DC	FL	GA	HI	ID	
X	IN	M	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO	
KI	<u> </u>	50				<u>v 1</u>	<u>V</u> A	<u>vu</u>	<u>vv v</u>	I	<u></u>	IK	
			ividual)		× ×								
						Zip Code)	- <u>-</u>		·				_
Name of A	ssociated B	roker or De	aler										
States in W	hich Persor	Listed Ha	s Solicited	or Intends	to Solicit l	Purchasers							
(Chec	k "All State	s" or check	individual	States)	······				••••••		🗌 Al	l States	
AL	AK	AZ	AR	GA	CO	CT	DE	DC	FL	GA	ЫЛ	ID	
UL.	N	A		KY	L A	ME	MD	MA	MI	MAN	MS	MO.	
					_01]		YWZ_3						
	`		, 	d Street C	ity State "	Zin Code)							_
		` 		a succi, c	ny, State, 2								_
Answer also in Appendix, Column 2, if filing under ULOE. \$ 100,000.00 1. although the managing member may, but is not required to, accept lesser investment amounts, in its sole and absolute discretion. \$ 100,000.00 Yes: No 3. Does the offering permit joint ownership of a single unit? \$ 100,000.01 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of scentrics in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be its ed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Advanced Equities inc. Business or Residence Address (Number and Street, City, State, Zip Code) 311 States AL AK AZ AR \$ 00 \$ DE DC \$ All States IN IN IN IN IN M M M M M M Y Y IN IN IN M M M M M M M M States in Which Person Listed Has Solicited or Intends to Solicit Purchasers IN IN M M													
States in W	hich Persor	Listed Has	s Solicited	or Intends	to Solicit I	Purchasers		,					
(Check	k "All State:	s" or check	individual	States)		·····						l States	
						-							
·			·										

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	<u>\$</u>
	•	
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify Shares of Limited Liability Company	<u>\$</u> 150,000,000.	00 _{\$} 8,834,289.45
Total	§ 150,000,000.	0(\$ 8,834,289.45

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	100	\$8,834,289.45
Non-accredited Investors	0	\$_0.00
Total (for filings under Rule 504 only)		\$
Answer also in Annendiy, Column 4, if filing under ULOF		

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	n/a	\$ 0.00
Regulation A	n/a	\$ 0.00
Rule 504	n/a	s 0.00
Total	·····	\$_0.00

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	\$ <u></u>
Printing and Engraving Costs	<u>\$</u> 15,000.00
Legal Fees	<mark>\$</mark> 10,000.00
- Accounting Fccs	\$
Engineering Fees	\$
Sales Commissions (specify finders' fees separately)	\$_446,597.52
Other Expenses (identify)	\$
Total	<u></u> 471,597.52

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

149.528.402.48

(2)

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others		
Salaries and fees		\$		
Purchase of real estate	\$	\$		
Purchase, rental or leasing and installation of machinery and equipment	\$	\$		
Construction or leasing of plant buildings and facilities	\$	\$		
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$		
Repayment of indebtedness	[] \$	\$		
Working capital Other (specify): Purchase of investment securities				
	\$	\$		
Column Totals		✓ \$8,387,691.93		
Total Payments Listed (column totals added)	0.007.001.00			

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Advanced Equities GreenTech Investments III, LLC	alexwin	3-5-2009
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Alex Winks	Authorized Signatory	

(2) Calculated based on the maximum aggregate offering amount.

ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No K	(3)

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date	
Advanced Equities GreenTech Investments III, LLC	alex Winn	3-5-2009	
Name (Print or Type)	Title (Print or Type)		
Alex Winks	Authorized Signatory		

(3) Not applicable for Rule 506 offerings.

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		ų Ei		AI	PPENDIX				
1	Intend to non-a investor	2 I to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)			under Sta (if yes, explana	ification ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK			•						
AZ		×							×
AR		×						·	×
CA		×	\$150,000,000.00	23	\$1,483,486.	0			×
СО		×	\$150,000,000.00	2	\$100,000.00	0			
СТ		×	\$150,000,000.00	2	\$150,000.00	0			×
DE									
DC							·		
FL		×	\$150,000,000.00	1	\$100,000.00	0		<u></u>	×
GA		×	\$150,000,000.00	2	\$152,000.0	.0			×
HI		×	\$150,000,000.00	1	\$133,000.00	0			×
ID			6						
IL		×	\$150,000,000.00	8	\$705,900.00	0			×
IN		×	\$150,000,000.00	2	\$106,000.00	0			×
· IA		×	\$150,000,000.00	1	\$80,000.00	0		· - · ·	×
KS									
KY			5		-				
LA		×	\$150,000,000.00	1	\$131,000.0	0			×
ME		[
MD		×	\$150,000,000.00	1	\$53,000.00	0			. ×
MA		. 🗶	\$150,000,000.00	4	\$450,000.00	0			×
MI		×							×
MN		×.	\$150,000,000.00	1	\$75,000.00	0			×
MS		×	\$150,000,000.00	1	\$75,000.00	0			×

5.				APP	ENDIX				
1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO		×	\$150,000,000.00	2	\$217,000.00	0			×
MT									
NE									
NV		×							×
NH		×	\$150,000,000.00	1	\$75,000.00	0			×
NJ		×	\$150,000,000.00	7	\$504,300.0(0			×
NM			90						
NY		×	\$150,000,000.00	3	\$309,000.00	0			×
NC		×	\$150,000,000.00	2	\$276,000.0(0			×
ND									
ОН									
OK		1							
OR									
PA		×	\$150,000,000.00	3	\$230,000.0	0			×
RI									
SC		×	\$150,000,000.00	2	\$106,000.00	0			×
SD		×	\$150,000,000.00	2	\$309,000.00	0			×
. TN									·
TX		×	\$150,000,000.00	5	\$593,025.00	0			×
UT									
VT							1. J.		
VA		×	\$150,000,000.00	3	\$177,900.00	0			×
WA		×	\$150,000,000.00	2	\$150,000.00	0			×
WV		×	· ·						×
WI		×	\$150,000,000.00	4	\$585,000.00	0			×

APPENDIX									
1		2	3	4				5 Disqualification	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY							-		
PR									