

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

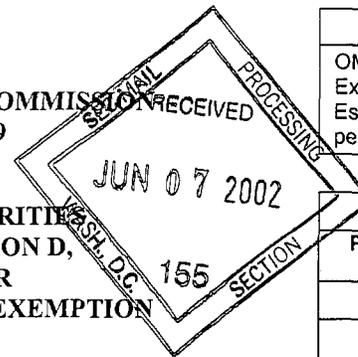


Table with OMB APPROVAL, SEC USE ONLY, and DATE RECEIVED sections.

Name of Offering, Filing Under, Type of Filing

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer, Address of Executive Offices, Address of Principal Business Operations

Brief Description of Business: To make investments in a diversified pool of venture capital and other private equity funds.

Type of Business Organization, Actual or Estimated Date of Incorporation or Organization, Jurisdiction of Incorporation or Organization

PROCESSED JUN 26 2002 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee, State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE)...

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 predicated on the filing of a federal notice.

Potential persons who are to 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.

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership 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)  
HarbourVest VII-Buyout Partnership Associates LLC (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner \*

Full Name (Last name first, if individual)  
HarbourVest Partners, LLC (the "Managing Member of the General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Kane, Edward W.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Zug, D. Brooks

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Anson, George R.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners (U.K.) Limited, 1-11 Hay Hill, Berkeley Square, London, U.K.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Begg, John M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Bildn, Philip M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners (Asia) Limited, Citibank Tower Suite 1207, 3 Garden Road Central, Hong Kong

\* the managing member of the General Partner \*\* of the Managing Member of the General Partner

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

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership 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)  
Clark, Theodore A.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Nemirovsky, Ofer

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Delbridge, Kevin S

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Johnston, William A.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Maynard, Fredrick C.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Wadsworth, Robert M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer\*\*  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Vorlicek, Martha D.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o HarbourVest Partners, LLC, One Financial Center, 44th Floor, Boston, MA 02111

\*\* of the Managing Member of the General Partner

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership 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)

Stichting Pensioenfonds TNO

Business or Residence Address (Number and Street, City, State, Zip Code)

Laan van Zuid Hoom 165, Postbus 7018, 2280 KA Rijswijk, The Netherlands

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Council of the Borough of South Tyneside acting in its capacity as Administering Authority of the Tyne and Wear Pension Fund

Business or Residence Address (Number and Street, City, State, Zip Code)

Civic Centre, Campbell Park Road, Hebbum, Tyne & Wear NE31 2SW, U.K.

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)

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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 additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  X

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$10,000,000\*

\* Subject to the right of the General Partner in its discretion to reduce such minimum. Yes No

3. Does the offering permit joint ownership of a single unit? X

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 securities 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 listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **No placement fees will be paid with respect to sales in the U.S. Certain placement fees may be paid with respect to sales outside the U.S.**

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(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 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 .....	\$0 _____	\$0 _____
Equity .....	\$0 _____	\$0 _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$0 _____	\$0 _____
Partnership Interests.....	\$3,000,000,000* _____	\$45,000,000 _____
Other (Specify _____).....	\$0 _____	\$0 _____
Total .....	\$3,000,000,000* _____	\$45,000,000 _____

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 .....	3	\$45,000,000 _____
Non-accredited Investors .....	0	\$0 _____
Total (for filings under Rule 504 only).....	_____	\$ _____

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 Security	Dollar Amount Sold
Type of offering.....	_____	\$ _____
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total .....	_____	\$ _____

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 issuer. 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 .....	X	\$0 _____
Printing and Engraving Costs.....	X	\$0 _____
Legal Fees.....	X	\$150,000 _____
Accounting Fees .....	X	\$0 _____
Engineering Fees.....	X	\$0 _____
Sales Commissions (specify finders' fees separately).....	X	\$0** _____
Other Expenses (identify) .....	X	\$0 _____
Total.....	X	\$150,000 _____

\* Aggregate offering amount of direct and indirect investments in HarbourVest Partners VII-Buyout Partnership Fund L.P., which may be made directly in such fund or indirectly through investments in the Fund or HarbourVest Partners VII-Buyout Holding Fund L.P. / \*\* Placement fees will be paid by HarbourVest Partners VII-Buyout Partnership Fund L.P.

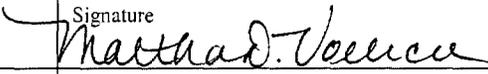
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- 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." ..... \$2,999,850,000
5. Indicate below the amount of the adjusted gross proceeds 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 .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): Investments _____	X \$2,999,850,000	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	X \$2,999,850,000	<input type="checkbox"/> \$ _____
Total Payments Listed (columns totals added) .....		X \$2,999,850,000

**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) HarbourVest Partners VII-Cayman Buyout Fund L.P.	Signature 	Date June 5, 2002
Name of Signer (Print or Type) Martha D. Vorlicek	Title of Signer (Print or Type) Managing Director of HarbourVest Partners, LLC, the managing member of HarbourVest VII-Buyout Partnership Associates LLC, the general partner of HarbourVest Partners VII-Cayman Buyout Fund L.P.	

**ATTENTION**

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