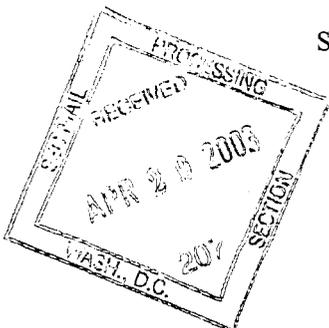


FORM D

1230257



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

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated Average burden hours per form: 16.00

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (CSFB STRATEGIC PARTNERS PARALLEL FUND II, L.P.), Filing Under (Rule 506 checked), Type of Filing (New Filing checked)

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer. Name of Issuer (CSFB STRATEGIC PARTNERS PARALLEL FUND II, L.P.)



03056581

Address of Executive Offices (c/o CSFB Strategic Associates II, L.P., Eleven Madison Avenue, New York, N.Y. 10010) Telephone Number (212) 325-1634

Address of Principal Business Operations (if different from Executive Offices) Telephone Number

Brief Description of Business: To seek investments in existing pooled investment vehicles through purchases in the secondary market.

Type of Business Organization: limited partnership, already formed (checked)

Actual or Estimated Date of Incorporation or Organization: 01/03 Actual (checked), MAY 02 2003

PROCESSED

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) for sales of securities...

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.

BAM

**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)

**CSFB STRATEGIC ASSOCIATES II, L.P.** (the "G.P.")

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

**Eleven Madison Avenue, New York, N.Y. 10010**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General of the G.P.

Full Name (Last name first, if individual)

**DLJ MB ADVISORS, INC.** ("DLJ MB")

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

**Eleven Madison Avenue, New York, N.Y. 10010**

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

Full Name (Last name first, if individual)

**CAN, STEPHEN H.**

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

**c/o DLJ MB Advisors, Inc., Eleven Madison Avenue, New York, N.Y. 10010**

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

Full Name (Last name first, if individual)

**PARADISE, JAMES L.**

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

**c/o DLJ MB Advisors, Inc., Eleven Madison Avenue, New York, N.Y. 10010**

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)

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 additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Yes  No  
 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 waiver at the discretion of the General Partner)  Yes  No
3. Does the offering permit joint ownership of a single unit?  Yes  No
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.

Full Name (Last name first, if individual)

**Credit Suisse First Boston Corporation**

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

Eleven Madison Avenue, New York, NY 10010

Name of Associated Broker or Dealer

**Same as above**

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]
[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]
[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 securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price (1)	Amount Already Sold (2)
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests.....	\$1,625,000,000	\$ 170,000,000
Other (Specify: .....	\$ _____	\$ _____
Total .....	\$1,625,000,000	\$ 170,000,000

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 (2)
Accredited Investors .....	2	\$ 170,000,000
Non-accredited Investors .....	N/A	\$ N/A
Total (for filings under Rule 504 only).....	N/A	\$ N/A

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	\$ N/A
Regulation A.....	N/A	\$ N/A
Rule 504 .....	N/A	\$ N/A
Total .....	N/A	\$ N/A

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 .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ (3)
Legal Fees .....	<input checked="" type="checkbox"/>	\$ (3)
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ (3)
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) Placement Agent Fees .....	<input checked="" type="checkbox"/>	\$ (4)
Other Expenses (identify) <u>Marketing; blue sky fees; travel</u> .....	<input checked="" type="checkbox"/>	\$ (3)
Total .....	<input checked="" type="checkbox"/>	\$ 1,250,000 (3)

(1) The total aggregate amount reflects the aggregate capital commitments, including the CSFB commitment, that the G.P. will target or reserve the right to accept in the Fund or any parallel or co-investment vehicle (the "Parallel Fund"). In addition, the total aggregate amount may be increased to \$1.75 billion in the discretion of the G.P. with the consent of the Advisory Committee.

(2) The amount sold may reflect sales to U.S. and non-U.S. investors in CSFB Strategic Partners Parallel Fund II, L.P. This amount does not reflect sales made to investors in any Parallel Funds.

(3) CSFB Strategic Partners Parallel Fund II, L.P. and its Parallel Funds will each bear their pro rata share of the legal, travel and other organizational expenses incurred with the Funds' formation, up to an aggregate maximum amount of \$1,250,000.

(4) The General Partner will assume full responsibility for all fees due to the Placement Agent.

**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." .....

\$ 1,623,750.00 (5)

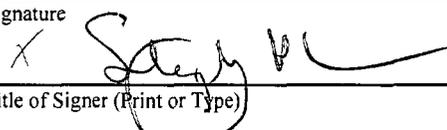
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted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

	Payments to Officers, Directors, and 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): ..... <b>Investments</b> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <b>1,623,750.00</b>
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <b>1,623,750.00</b>
Total Payments Listed (column totals added) .....		<input checked="" type="checkbox"/> \$ <b>1,623,750.00</b>

(5) This amount reflects the aggregate adjusted gross proceeds to the Issuer and its Parallel Funds.

**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) <b>CSFB Strategic Partners Parallel Fund II, L.P.</b>	Signature 	Date <b>April 25, 2003</b>
Name of Signer (Print or Type) <b>By: CSFB Strategic Associates II, L.P. as its General Partner</b> <b>By: DLJ MB Advisors, Inc., as the General Partner of the Issuer's General Partner</b> <b>By: Stephen H. Can</b>	Title of Signer (Print or Type) <b>Managing Director</b>	

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