

FORM D

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

1275506

OMB APPROVAL table with OMB Number, Expires, and Estimated average burden.

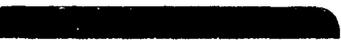
FORM D

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 (Citigroup Private Equity Partners L.P.)

Filing Under (Rule 504, Rule 505, Rule 506, Section 4(6), ULOE) and Type of Filing (New Filing, Amendment).



04008176

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (Citigroup Private Equity Partners L.P.)

Address of Executive Offices (388 Greenwich Street, New York, NY 10013) and Telephone Number ((212) 816-1197)

Address of Principal Business Operations and Telephone Number

Brief Description of Business

Private equity fund of funds

Type of Business Organization (limited partnership, already formed)

PROCESSED FEB 13 2004 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization (06/03 Actual)

Jurisdiction of Incorporation or Organization (CN for Canada)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B.

Filing Fee: There is no federal filing fee.

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.

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.

**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)

**AMACAR GP, Inc. ("GP")**

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

**6525 Morrison Boulevard, Suite 318, Charlotte, North Carolina 28211**

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

Full Name (Last name first, if individual)

**Douglas K. Johnson**

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

**c/o AMACAR GP, Inc., 6525 Morrison Boulevard, Suite 318, Charlotte, North Carolina 28211**

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

Full Name (Last name first, if individual)

**Juliana C. Johnson**

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

**c/o AMACAR GP, Inc., 6525 Morrison Boulevard, Suite 318, Charlotte, North Carolina 28211**

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

Full Name (Last name first, if individual)

**Evelyn Echevarria**

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

**c/o AMACAR GP, Inc., 6525 Morrison Boulevard, Suite 318, Charlotte, North Carolina 28211**

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

Full Name (Last name first, if individual)

**Citibank N.A.**

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

**153 East 53<sup>rd</sup> Street, New York, NY 10022**

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

Full Name (Last name first, if individual)

**Citigroup Global Markets Inc. (Smith Barney)**

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

**388 Greenwich Street, New York, NY 10013**

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

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

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Full Name (Last name first, if individual)

**Citicorp Investment Services**

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

**153 East 53<sup>rd</sup> Street, New York, NY 10022**

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

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Full Name (Last name first, if individual)

**Citigroup Alternative Investments LLC**

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

**388 Greenwich Street, New York, NY 10013**

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**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

2. What is the minimum investment that will be accepted from any individual?..... \$100,000

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)  
**Citigroup Global Markets Inc. (Smith Barney)**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**388 Greenwich Street, New York, NY 10013**  
 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

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

Full Name (Last name first, if individual)  
**Citicorp Investment Services**  
 Business or Residence Address (Number and Street, City, State, Zip Code)  
**153 East 53<sup>rd</sup> Street, New York, NY 10022**  
 Name of Associated Broker or Dealer

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

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<input checked="" type="checkbox"/> IL	<input checked="" type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input checked="" type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input checked="" type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input checked="" type="checkbox"/> NV	<input type="checkbox"/> NH	<input checked="" type="checkbox"/> NJ	<input type="checkbox"/> NM	<input checked="" type="checkbox"/> NY	<input checked="" type="checkbox"/> NC	<input type="checkbox"/> ND	<input checked="" type="checkbox"/> OH	<input checked="" type="checkbox"/> OK	<input type="checkbox"/> OR	<input checked="" type="checkbox"/> PA
<input checked="" type="checkbox"/> RI	<input checked="" type="checkbox"/> SC	<input type="checkbox"/> SD	<input checked="" type="checkbox"/> TN	<input checked="" type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input checked="" type="checkbox"/> VA	<input checked="" type="checkbox"/> WA	<input type="checkbox"/> WV	<input checked="" type="checkbox"/> WI	<input type="checkbox"/> WY	<input checked="" type="checkbox"/> 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

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(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 .....	\$ 0	\$ 0
Equity (Series C Convertible Preferred) .....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0	\$ 0
Partnership Interests .....	\$ 0	\$ 0
Other (Specify) <b>Limited Partner Interests</b> .....	\$ 105,305,580	\$ 105,305,580
Total .....	\$ 105,305,580	\$ 105,305,580

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 Purchasers
Accredited Investors .....	180	\$ 105,305,580
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 Offering	Type of Security	Dollar Amount Sold
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 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 .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ 200,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$ 200,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$ 37,500
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ 759,580
Other Expenses (identify): <b>Marketing Expenses and Closing Costs</b> .....	<input checked="" type="checkbox"/>	\$ 100,000
Total .....	<input type="checkbox"/>	\$ 1,297,080

**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.".....

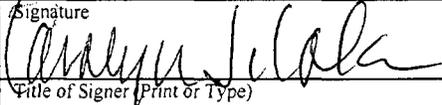
\$ 104,008,500

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.

	Payment to Officers, Directors & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
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"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Working capital (of issuer).....	<input type="checkbox"/> \$ <u>0</u>	<input type="checkbox"/> \$ <u>0</u>
Other (specify): <u>Funding investments and related expenses</u> .....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>104,008,500</u>
Column Totals.....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>104,008,500</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$ <u>104,008,500</u>

**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 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>Citigroup Private Equity Partners L.P.</b>	Signature 	Date <b>February 9, 2004</b>
Name of Signer (Print or Type) <b>By: Citigroup Alternative Investments LLC, as Investment Advisor and Authorized Signatory</b> <b>By: Carolyn Cole</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.)