

FORM D

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

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.



Name of Offering (check if this is an amendment and name has changed, and indicate change.) CSFB Strategic Partners Parallel Fund III-B, L.P. (the "Fund"): Offering of Limited Partnership Interests

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment.

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer: CSFB Strategic Partners Parallel Fund III-B, L.P. Address of Executive Offices, Address of Principal Business Operations, Telephone Number.

Brief Description of Business. Type of Business Organization: limited partnership, already formed.

Actual or Estimated Date of Incorporation or Organization: 12/04. Actual. Jurisdiction of Incorporation or Organization: DE.

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.

**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 III, L.P. (the "G.P.")

Business or Residence Address (Number and Street, City, State, Zip Code)  
11 Madison Avenue, New York, NY 10010

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

Full Name (Last name first, if individual)  
DLJ MB ADVISORS, INC.

Business or Residence Address (Number and Street, City, State, Zip Code)  
11 Madison Avenue, New York, NY 10010

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  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., 11 Madison Avenue, New York, NY 10010

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  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., 11 Madison Avenue, New York, NY 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)

**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? ..... \$ 5,000,000  
 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 L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)  
11 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 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 (1)	Amount Already Sold
Debt .....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>1,900,000,000</u>	\$ <u>1,862,000,000</u>
Other (Specify _____) .....	\$ <u>0</u>	\$ <u>0</u>
<b>Total</b> .....	<b>\$ <u>1,900,000,000</u></b>	<b>\$ <u>1,862,000,000</u></b>

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 (2)	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>231</u>	\$ <u>1,862,000,000</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
<b>Total (for filings under Rule 504 only)</b> .....	<b><u>0</u></b>	<b>\$ <u>0</u></b>

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 .....	<u>N/A</u>	\$ <u>0</u>
Regulation A .....	<u>N/A</u>	\$ <u>0</u>
Rule 504.....	<u>N/A</u>	\$ <u>0</u>
<b>Total</b> .....	<b><u>N/A</u></b>	<b>\$ <u>0</u></b>

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"/>	\$ _____ (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) <b>Placement Agent Fees</b> .....	<input checked="" type="checkbox"/>	\$ _____ (4)
<b>Marketing, blue sky fees,</b>		
Other Expenses (identify) <b>travel.</b> .....	<input checked="" type="checkbox"/>	\$ _____ (3)
<b>Total</b> .....	<input checked="" type="checkbox"/>	\$ <u>1,500,000</u> (3)

(1) The total aggregate amount reflects the aggregate capital commitments, including commitments of the Fund's affiliates, that the G.P. will target or reserve the right to accept in the Fund or in any parallel or co-investment vehicles ("Parallel Fund").

(2) The number of investors reflects the total number of accredited investors who have purchased securities in this offering, including securities of the Fund and its Parallel Funds.

- (3) The Fund 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 amount of \$1,500,000.
- (4) The G.P. 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." ..... \$ 1,898,500,000(5)

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.....	\$ _____	<input type="checkbox"/>	\$ _____	
Purchase of real estate.....	\$ _____	<input type="checkbox"/>	\$ _____	
Purchase, rental or leasing and installation of machinery and equipment.....	\$ _____	<input type="checkbox"/>	\$ _____	
Construction or leasing of plant buildings and facilities.....	\$ _____	<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"/>	\$ _____	
Repayment of indebtedness.....	\$ _____	<input type="checkbox"/>	\$ _____	
Working capital.....	\$ _____	<input type="checkbox"/>	\$ _____	
Other (specify): <u>Investments</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/>	\$ <u>1,898,500,000</u>	
.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/>	\$ _____	
Column Totals.....	\$ _____	<input type="checkbox"/>	\$ _____	
<input type="checkbox"/> Total Payments Listed (column totals added).....	\$ <u>0</u>	<input checked="" type="checkbox"/>	\$ <u>1,898,500,000</u>	
.....	<input checked="" type="checkbox"/>	\$ <u>1,898,500,000</u>		

(5) This amount reflects the aggregate adjusted gross proceeds to the Fund 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) CSFB Strategic Partners Parallel Fund III-B, L.P.	Signature 	Date August 23, 2005
Name of Signer (Print or Type) By: CSFB Strategic Associates III, L.P., as its General Partner By: DLJ MB Advisors, Inc., as the General Partner of the Issuer's General Partner By: <u>Peter Song</u>	Title of Signer (Print or Type)  GENERAL PARTNER CSFB STRATEGIC PARTNERS PARALLEL FUND III-B, L.P.	

**ATTENTION**

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

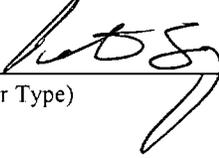
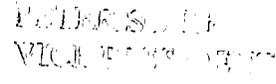
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? N/A .....  Yes  No

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. N/A~~
3. ~~The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. N/A~~
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. N/A~~

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) CSFB Strategic Partners Parallel Fund III-B, L.P.	Signature 	Date August 23, 2005
Name (Print or Type) By: CSFB Strategic Associates III, L.P., as its General Partner By: DLJ MB Advisors, Inc. as the General Partner of the Issuer's General Partner By: <u>Peter Song</u>	Title (Print or Type) 	

*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.