

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden hours
per response..... 16.00

1362165

SEC USE ONLY

Prefix Prefix Prefix

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Newport Feeder Fund LP

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing in NV Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Newport Feeder Fund LP (the "Fund")

Address of Executive Offices (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

Telephone Number (Including Area Code)
281-210-3291

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Investments in Newport Global Opportunities Fund LP (the "Main Fund")

Type of Business Organization

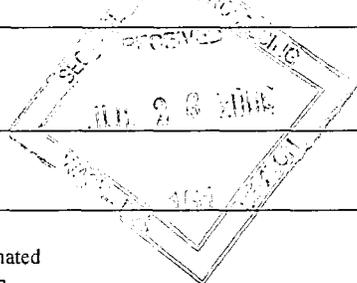
corporation limited partnership, already formed other (please specify):
business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
0 4 0 6

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E
CN for Canada; FN for other foreign jurisdiction)



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THOMSON FINANCIAL



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.
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.

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.

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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)
Newport Global Opportunities GP LP (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

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

Full Name (Last name first, if individual)
Newport Global Opportunities GP LLC (the "General Partner of the General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

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

Full Name (Last name first, if individual)
Newport Global Advisors LP

Business or Residence Address (Number and Street, City, State, Zip Code)
21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

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

Full Name (Last name first, if individual)
Janszen, Timothy T.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

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

Full Name (Last name first, if individual)
Langdon, Ryan L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

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

Full Name (Last name first, if individual)
May, Roger A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

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

Full Name (Last name first, if individual)
Reeg, Thomas R.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Newport Global Advisors LP, 21 Waterway Avenue, Suite 150, The Woodlands, TX 77380

* of the General Partner. / ** Managing Member of the General Partner of the General Partner. / *** Member of the General Partner of the General Partner.

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

A. BASIC IDENTIFICATION DATA

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- 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)
Newport Global Funding LP

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Providence Equity Partners, 50 Kennedy Plaza, Providence RI 02903

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)

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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)

*** Member of the General Partner of the General Partner

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?
- Answer also in Appendix, Column 2, if filing under ULOE.
- 2. What is the minimum investment that will be accepted from any individual?\$10 million*
- * The General Partner reserves the right to accept capital commitments of lesser amounts. Yes No
- 3. Does the offering permit joint ownership of a single unit?
- 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)

Merrill Lynch & Co.

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

4 World Financial Center, 27th Floor, New York, NY 10080

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

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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	\$725,000,000* _____	\$50,550,000 _____
Other (Specify _____)	\$0 _____	\$0 _____
Total	\$725,000,000 _____	\$50,550,000 _____

*The General Partner is seeking capital commitments for the Main Fund from limited partners in the amount of \$725,000,000, but retains the right to accept total capital commitments in excess of this amount.
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	21	\$50,550,000 _____
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	■ \$* _____
Printing and Engraving Costs	■ \$* _____
Legal Fees	■ \$* _____
Accounting Fees	■ \$* _____
Engineering Fees	■ \$* _____
Sales Commissions (specify finders' fees separately)	■ \$0* _____
Other Expenses (identify)	■ \$* _____
Total	■ \$2,000,000 _____

* The Fund will bear its pro rata portion of all legal and other expenses incurred in the formation of the Fund and the Main Fund and the offering of the interests (other than any placement fees), up to an amount not to exceed \$2 million. Organizational expenses in excess of this amount, and any placement fees, will be paid by the Fund and the Main Fund but borne by the manager through a 100% offset against the management fee.

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

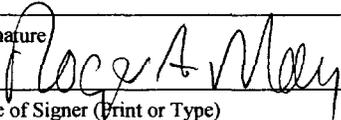
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$723,000,000 _____

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	■ \$14,500,000* _____	□ \$ _____
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): Investments in the Main Fund _____	■ \$708,500,000 _____	□ \$ _____
_____	□ \$ _____	□ \$ _____
_____	□ \$ _____	□ \$ _____
Column Totals	■ \$723,000,000 _____	□ \$ _____
Total Payments Listed (columns totals added)	■ \$723,000,000	

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) Newport Feeder Fund LP	Signature 	Date July 18, 2006
Name of Signer (Print or Type) Roger A. May	Title of Signer (Print or Type) Member of Newport Global Opportunities GP LLC, the general partner of Newport Global Opportunities GP LP, the general partner of Newport Feeder Fund LP	

* Estimate of first twelve months' management fee assuming capital commitments in the amount of the Aggregate Offering Price.

ATTENTION

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