

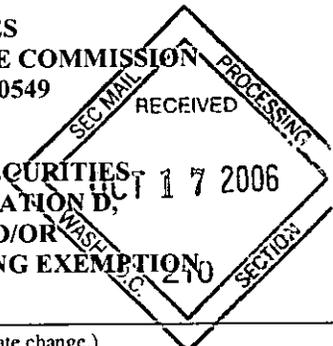
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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06060053

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



| SEC USE ONLY  |  |        |
|---------------|--|--------|
| Prefix        |  | Serial |
| DATE RECEIVED |  |        |
|               |  |        |

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)  
North Castle Partners IV, L.P.

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

Type of Filing:  New Filing  Amendment

1379319

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.)  
North Castle Partners IV, L.P. (the "Fund")

Address of Executive Offices (Number and Street, City, State, Zip Code)  
c/o North Castle Partners, L.L.C., 183 East Putnam Avenue, Greenwich, CT 06830

Telephone Number (Including Area Code)  
(203) 862-3200

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.

PROCESSED  
OCT 30 2006  
THOMSON  
FINANCIAL

B

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 3 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

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. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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. Part E and the Appendix need not be filed with the SEC.

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. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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.

**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)  
NCP G.P. IV, L.P. (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o North Castle Partners, L.L.C., 183 East Putnam Avenue, Greenwich, CT 06830

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

Full Name (Last name first, if individual)  
NCP G.P. IV, L.L.C. (the "General Partner of the General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o North Castle Partners, L.L.C., 183 East Putnam Avenue, Greenwich, CT 06830

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

Full Name (Last name first, if individual)  
North Castle Partners, L.L.C. (the "Manager")

Business or Residence Address (Number and Street, City, State, Zip Code)  
183 East Putnam Avenue, Greenwich, CT 06830

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

Full Name (Last name first, if individual)  
Baird, Jr., Charles F.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o North Castle Partners, L.L.C., 183 East Putnam Avenue, Greenwich, CT 06830

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)

\* of the General Partner / \*\* managing member of the General Partner of the General Partner

(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?

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\*

\*The General Partner reserves the right in its sole discretion to accept commitments for 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)

Four World Financial Center, 250 Vesey Street, 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

Table with 13 columns representing US 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

Table with 13 columns representing US 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

Table with 13 columns representing US 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 .....  | \$300,000,000 _____      | \$63,800,000 _____  |
| Other (Specify _____) .....  | \$0 _____                | \$0 _____           |
| Total .....  | \$300,000,000* _____     | \$63,800,000 _____  |

Answer also in Appendix, Column 3, if filing under ULOE.

\* The General Partner reserves the right to accept total commitments in excess of this amount up to \$500 million.

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 .....                    | 7                | \$63,800,000 _____                   |
| 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 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 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 .....                                     | <input type="checkbox"/> \$0 _____ |
| Sales Commissions (specify finders' fees separately) ..... | ■ \$0*** _____                     |
| Other Expenses (identify) .....                            | ■ \$** _____                       |
| Total .....  | ■ \$1,000,000** _____              |

\*\* The Fund will pay all legal and organization expenses not to exceed \$1,000,000 (excluding placement fees). Organization expenses in excess of this amount will be borne by the Manager./ \*\*\* The Manager will bear all placement fees.