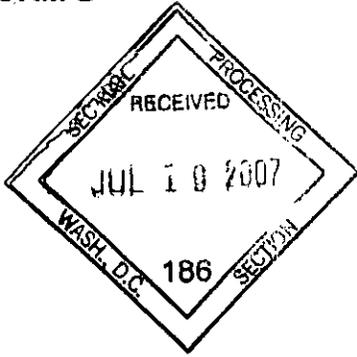


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number 3235-0076, Expires May 31, 2008, 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 (check if this is an amendment and name has changed, and indicate change.)

Consonance Capital Investors LP: Private 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

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Consonance Capital Investors LP



07072642

Address of Executive Offices (Number and Street, City, State, Zip Code)

Carnegie Hall Tower, 152 West 57th Street, 46th Floor, New York, New York 10019

Telephone Number (Including Area Code)

(212) 277-5642

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

Telephone Number (Including Area Code)

Brief Description of Business

To operate as a private investment limited partnership.

PROCESSED

Type of Business Organization

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

JUL 24 2007 THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month 03, Year 07, Actual, Estimated

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

D E

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.

**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 Partner

Full Name (Last name first, if individual)

**Consonance Capital Advisors LLC**

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

**Carnegie Hall Tower, 152 West 57<sup>th</sup> Street, 46<sup>th</sup> Floor, New York, New York 10019**

Check Box(es) that Apply:  Promoter & Investment Manager  Beneficial Owner  Executive Officer  Director  General Partner

Full Name (Last name first, if individual)

**Consonance Capital Management LP**

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

**Carnegie Hall Tower, 152 West 57<sup>th</sup> Street, 46<sup>th</sup> Floor, New York, New York 10019**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner of the Investment Manager

Full Name (Last name first, if individual)

**Consonance CapMan GP LLC**

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

**Carnegie Hall Tower, 152 West 57<sup>th</sup> Street, 46<sup>th</sup> Floor, New York, New York 10019**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner  
Managing Member of the GP & of the GP of the Investment Manager

Full Name (Last name first, if individual)

**Blutt, Mitchell, MD**

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

**Carnegie Hall Tower, 152 West 57<sup>th</sup> Street, 46<sup>th</sup> Floor, New York, New York 10019**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of the GP & of the GP of the Investment Manager  Director  General Partner

Full Name (Last name first, if individual)

**Livingston, Kevin**

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

**Carnegie Hall Tower, 152 West 57<sup>th</sup> Street, 46<sup>th</sup> Floor, New York, New York 10019**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer of the GP & of the GP of the Investment Manager  Director  General Partner

Full Name (Last name first, if individual)

**Lewis, Douglas**

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

**Carnegie Hall Tower, 152 West 57<sup>th</sup> Street, 46<sup>th</sup> Floor, New York, New York 10019**

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

Full Name (Last name first, if individual)

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









**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)  Limited Partnership Interests \$500,000,000	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	see above	3	\$2,000,000	0	0	N/A	N/A
CO									
CT		X	see above	2	\$2,150,000	0	0	N/A	N/A
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	see above	2	\$1,250,000	0	0	N/A	N/A
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ		X	see above	2	\$1,600,000	0	0	N/A	N/A

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Limited Partnership Interests \$500,000,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
NM									
NY		X	see above	26	\$29,900,000	0	0	N/A	N/A
NC									
ND									
OH									
OK									
OR									
PA		X	see above	4	\$6,000,000	0	0	N/A	N/A
RI		X	see above	2	\$1,000,000	0	0	N/A	N/A
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

**END**