

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

1423553

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

FORM D

PROCESSED

JAN 11 2008

THOMSON
FINANCIAL

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.)
Shares

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Mail Processing ULOE
Type of Filing: New Filing Amendment

SEC
Section

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer JAN 09 2008

Name of Issuer (Check if this is an amendment and name has changed, and indicate change.)
Utilico Emerging Markets Limited Washington, DC

Address of Executive Offices (Number and Street, City, State, Zip Code) Canon's Court, 22 Victoria Street, Hamilton HM 12 Bermuda	Telephone Number (Including Area Code) 00 1441 295 2244
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 **Exempted closed ended investment company**

Type of Business Organization
 corporation limited partnership, already formed other (please :
 business trust limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; 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)

Zagoreos, Alexander

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

Canon's Court, 22 Victoria Street, Hamilton HM 12 Bermuda

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

Full Name (Last name first, if individual)

Jillings, Charles David Owen

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

Canon's Court, 22 Victoria Street, Hamilton HM 12 Bermuda

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

Full Name (Last Name first, if individual)

Madeiras, Garry Anthony

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

Canon's Court, 22 Victoria Street, Hamilton HM 12 Bermuda

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

Full Name (Last Name first, if individual)

Milne, Garth Peter Denis

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

Canon's Court, 22 Victoria Street, Hamilton HM 12 Bermuda

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

Full Name (Last Name first, if individual)

O'Connor, Kevin James

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

Canon's Court, 22 Victoria Street, Hamilton HM 12 Bermuda

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

Full Name (Last Name first, if individual)

Ingot Capital Management Pty Limited (Investment Manager)

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

Level 11, One York Street, Sydney NSW 2000 Australia

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

* The issuer is required by applicable law to announce on the London Stock Exchange all persons of whom it becomes aware who hold 3% or more of its voting rights.

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. | <input type="checkbox"/> <input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual? | \$ _____ 1,000 |
| | Yes No |
| 3. Does the offering permit joint ownership of a single unit? | <input checked="" type="checkbox"/> <input type="checkbox"/> |
| 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. | SEE NOTES
BELOW |

Full Name (Last name first, if individual)

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

25 West 45th Street, Suite 16,, New York, NY 10036

Name of Associated Broker or Dealer

Auerbach Grayson & Company Incorporated

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]	[CC]	[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.)

The issuer's broker outside the United States is Arbuthnot Securities Limited ("Arbuthnot"), which may enter into agreements with one or more US broker-dealers. Such broker-dealers will either be registered in any jurisdiction in which they make offers or sales, or will be exempt from such registration. As of the date of this Form D, the only such broker-dealer known is Auerbach Grayson & Company Incorporated.

Arbuthnot will receive a commission of 1% of the market value of the Shares sold in this offering, and may re-allow all or a portion of such commission to a US broker-dealer for its services in connection with US sales.

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.

Dollar amounts are based on a conversion rate of pounds to dollars as at December 15, 2007.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>-0-</u>	\$ <u>-0-</u>
* Equity..... <div style="margin-left: 20px;"><input type="checkbox"/> Common <input type="checkbox"/> Preferred</div>	\$ <u>203,363,000</u>	\$ _____
Convertible Securities (including warrants).....	\$ <u>-0-</u>	\$ <u>-0-</u>
Partnership Interests.....	\$ <u>-0-</u>	\$ <u>-0-</u>
Other (Specify _____).....	\$ <u>-0-</u>	\$ <u>-0-</u>
Total.....	\$ <u>203,363,300</u>	\$ _____

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

* Includes amounts offered outside the United States. This Form D reports sales in the United States only.

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_____	\$ _____
Non-Accredited Investors	_____ -0-	\$ _____ -0-
Total (for filings under Rule 504 only)	_____ N/A	\$ _____ N/A

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.

NOT APPLICABLE

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.....	<input checked="" type="checkbox"/>	\$ _____
* Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ _____
* Legal Fees.....	<input checked="" type="checkbox"/>	\$ _____
* Accounting Fees.....	<input checked="" type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
* Sales commission (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ _____
* Other Expenses (identify) Blue Sky Filing Fees	<input checked="" type="checkbox"/>	\$ _____
* Total.....	<input checked="" type="checkbox"/>	\$ <u>3,050,450</u>

* All offering expenses, including sales commission, are estimated to equal approximately 1.5% of the amount offered, or \$3,050,450.

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.”\$ 200,312,850

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.

	<input type="checkbox"/>	Payments to Officers, Directors & Affiliates	<input type="checkbox"/>	Payments to Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify):.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>200,312,850</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 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) Utilico Emerging Markets Limited	Signature 	Date 04 January 2008
Name of Signer (Print or Type) Garry Madeiros	Title of Signer (Print or Type) Director	

END

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