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FORM D

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

OMB APPROVAL	
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FORM D

PROCESSED

MAY 2 2 2008

THOMSON REUTERS

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.)

LIMITED PARTNERSHIP INTERESTS IN IRONWOOD MEZZANINE FUND II LP

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

Type of Filing: New Filing Amendment -FOURTH CLOSING

SEC Mail Processing Section

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.)

IRONWOOD MEZZANINE FUND II LP (the "Fund")

Washington, DC 100

Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code)
55 Nod Road, Avon, CT 06001 | 860-409-2101

Address of Principal Business Operations (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code)
(if different from Executive Offices) N/A

Brief Description of Business

The Partnership is organized solely for the purpose of operating as a small business investment company under the SBIC Act, and to make equity and equity-linked investments in growing companies that are owned or operated by women and/or people of color, or employ people who reside in, LMI Zones ("LMI Zone" means any area located within a HUBZone, an Urban Empowerment Zone or Urban Enterprise Community (as designated by the Secretary of the Department of Housing and Urban Development), a Rural Empowerment Zone or Rural Enterprise Community (as designated by the Secretary of the Department of Agriculture), an area of Low Income or Moderate Income (as recognized by the Federal Financial Institutions Examination Council), or a county with Persistent Poverty (as classified by the Economic Research Service of the Department of Agriculture).

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 10 Year 2006 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) DE

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)

IRONWOOD MEZZANINE MANAGEMENT II LLC

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

55 Nod Road, Avon, Connecticut 06001

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

Full Name (Last name first, if individual)

Barra, James R.

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

c/o IRONWOOD MEZZANINE MANAGEMENT II LLC, 55 Nod Road, Avon, Connecticut 06001

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

Full Name (Last name first, if individual)

Galiette, Carolyn C.

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

c/o IRONWOOD MEZZANINE MANAGEMENT II LLC, 55 Nod Road, Avon, Connecticut 06001

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

Full Name (Last name first, if individual)

Reich, Marc A.

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

c/o IRONWOOD MEZZANINE MANAGEMENT II LLC, 55 Nod Road, Avon, Connecticut 06001

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

Full Name (Last name first, if individual)

Roche, Jr., Roger J.

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

c/o IRONWOOD MEZZANINE MANAGEMENT II LLC, 55 Nod Road, Avon, Connecticut 06001

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

Full Name (Last name first, if individual)

Suit, Dickson

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

c/o IRONWOOD MEZZANINE MANAGEMENT II LLC, 55 Nod Road, Avon, Connecticut 06001

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? \$1,000,000

Minimum Commitment by any one Limited Partner is \$1,000,000

(General Partner reserves the right to accept lesser amounts)

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. N/A

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

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MI	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

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	Capital Offering Price	Total Capital Commitment
Debt	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common Stock <input type="checkbox"/> Preferred Stock		
Convertible Securities:	\$ 0	\$ 0
Partnership Interests: <u>Limited Partnership Interests in the Fund ("LP Interests") - An additional total commitment of \$5,173,469.40 at Fourth Closing</u>	\$ 57,214,285.73	\$ 57,214,285.73
Other (Specify _____).....	\$ 0	\$ 0
Total	\$ 57,214,285.73	\$ 57,214,285.73

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 of Investors	Aggregate Dollar Amount of Capital Contribution
Accredited Investors (Limited Partners + General Partner).....	26	\$ 57,214,285.73
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.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$ 0
Regulation A.....	N/A	\$ 0
Rule 504	N/A	\$ 0
Total	N/A	\$ 0

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

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 Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$ 285,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses – <u>SBIC License fee; fundraising/advisory fee; miscellaneous expenses</u>	<input checked="" type="checkbox"/>	\$ 200,000
Total	<input checked="" type="checkbox"/>	\$ 490,000 *

- 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 4a. This difference is the "adjusted gross proceeds to the issuer."

\$NONE*

*** All expenses paid by General Partner of the Fund.**

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 [calculated as 15% of total amount]	<input checked="" type="checkbox"/>	\$ 8,582,142.86	<input type="checkbox"/>	\$ 0
Purchase of real estate	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
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"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital and general corporate purposes	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Other (specify): <u>Capital contribution amounts towards the Fund's equity and equity-linked investments</u>	<input type="checkbox"/>	\$ 0	<input checked="" type="checkbox"/>	\$ 48,632,142.87
Column Totals	<input checked="" type="checkbox"/>	\$ 8,582,142.86	<input checked="" type="checkbox"/>	\$ 48,632,142.87
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$ 57,214,285.73		

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) IRONWOOD MEZZANINE FUND II LP	Signature 	Date 5/14 , 2008
By: Ironwood Mezzanine Management II LLC, its General Partner		
Name of Signer (Print or Type) Marc A. Reich	Title of Signer (Print or Type) Principal	

ATTENTION

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

END