

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.

SEC Mail
Mail Processing
Section

JUN 11 2008

Washington, DC
109

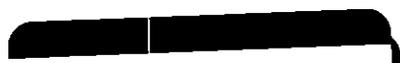
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| OMB APPROVAL | | |
| OMB Number: 3235-0076 | | |
| Expires: April 30, 2008 | | |
| Estimated average burden hours per response.. 16 | | |
| SEC USE ONLY | | |
| Prefix | | Serial |
| DATE RECEIVED | | |

PROCESSED

JUN 16 2008

THOMSON REUTERS



08052112

FORM D

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

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

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

PARTNERSHIP INTERESTS OF ROCKPORT CAPITAL PARTNERS III, 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

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.)

RockPort Capital Partners III, L.P. (the "Partnership" or "Issuer")

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
160 Federal Street, 18th Floor, Boston, Massachusetts 02110 (617) 912-1445

A. BASIC IDENTIFICATION DATA

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

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 ("GP")

Full Name (Last name first, if individual)
RockPort Capital III, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)
160 Federal Street, 18th Floor, Boston, Massachusetts 02110

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner of GP/Limited Partner/Principal

Full Name (Last name first, if individual)
James, William E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o RockPort Capital Partners III, L.P., 160 Federal Street, 18th Floor, Boston, Massachusetts 02110

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner of GP/Limited Partner/Principal

Full Name (Last name first, if individual)
Prend, David J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o RockPort Capital Partners III, L.P., 160 Federal Street, 18th Floor, Boston, Massachusetts 02110

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

Full Name (Last name first, if individual)
James, Janet B.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o RockPort Capital Partners III, L.P., 160 Federal Street, 18th Floor, Boston, Massachusetts 02110

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

Full Name (Last name first, if individual)
Ellis III, Alexander

Business or Residence Address
c/o RockPort Capital Partners III, L.P., 160 Federal Street, 18th Floor, Boston, Massachusetts 02110

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

Full Name (Last name first, if individual)
McDermott, Charles J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o RockPort Capital Partners III, L.P., 160 Federal Street, Boston, Massachusetts 02110

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

Full Name (Last name first, if individual)
Wilson, Stoddard M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o RockPort Capital Partners III, L.P., 160 Federal Street, Boston, Massachusetts 02110

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 investor?..... \$ NONE
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. NONE

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] |

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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "o" 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.

| | Target Aggregate Capital Commitment | Amount of Committed Capital |
|--|---|-----------------------------------|
| Debt | \$ <u>0</u> | \$ <u>0</u> |
| Equity | \$ <u>0</u> | \$ <u>0</u> |
| <input type="checkbox"/> Common Stock | | |
| <input type="checkbox"/> Preferred Stock | | |
| Convertible Securities (including warrants) | \$ <u>0</u> | \$ <u>0</u> |
| Limited Partnership Interests ("LP Interests") in the Partnership and contribution of General Partner | \$ <u>460,000,000</u> | \$ <u>396,710,000</u> |
| Other (Specify _____) | \$ <u>0</u> | \$ <u>0</u> |
| Total | \$ <u>460,000,000</u> | \$ <u>396,710,000</u> |

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 "o" if answer is "none" or "zero."

| | Number of Investors | Aggregate Dollar Amount of Capital Contribution |
|---|------------------------|--|
| Accredited Investors, including 60 limited partners and the General Partner ... | <u>61</u> | \$ <u>396,710,000</u> |
| Non-accredited Investors | <u>0</u> | \$ <u>0</u> |
| Total (for filings under Rule 504 only) | <u>N/A</u> | \$ <u>N/A</u> |

Answer also in Appendix, Column 4, if filing under ULOE.

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

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, 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 | <u>N/A</u> | <u>0</u> |
| <u>Regulation A</u> | <u>N/A</u> | <u>0</u> |
| Rule 504 | <u>N/A</u> | <u>0</u> |
| Total | <u>N/A</u> | <u>0</u> |

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 | [] \$ <u>0</u> |
| Printing and Engraving Costs | [] \$ <u>0</u> |
| Legal Fees..... | <input checked="" type="checkbox"/> \$ <u>295,000</u> |
| Accounting Fees..... | [] \$ <u>0</u> |
| Engineering Fees | [] \$ <u>0</u> |
| Sales Commissions (specify finders' fees separately) | [] \$ <u>0</u> |
| Other Expenses (identify) | [] \$ <u>0</u> |
| Total..... | <input checked="" type="checkbox"/> \$ <u>295,000</u> |

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."

Gross proceeds to the issuer of \$460,000,000 *

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

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 | <input checked="" type="checkbox"/> \$ <u>69,000,000</u> | [] \$ <u>0</u> |
| Purchase of real estate..... | [] \$ <u>0</u> | [] \$ <u>0</u> |
| Purchase, rental or leasing and installation of machinery and equipment | [] \$ <u>0</u> | [] \$ <u>0</u> |
| Construction or leasing of plant buildings and facilities | [] \$ <u>0</u> | [] \$ <u>0</u> |
| Acquisition of other businesses | [] \$ <u>0</u> | [] \$ <u>0</u> |
| Repayment of indebtedness | [] \$ <u>0</u> | [] \$ <u>0</u> |
| Working capital and general corporate purposes | [] \$ <u>0</u> | [] \$ <u>0</u> |
| Other (specify): <u>Capital contribution amounts towards the Fund's equity and equity-linked investments</u> | [] \$ <u>0</u> | <input checked="" type="checkbox"/> \$ <u>391,000,000</u> |
| Column Totals..... | <input checked="" type="checkbox"/> \$ <u>69,000,000</u> | <input checked="" type="checkbox"/> \$ <u>391,000,000</u> |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> \$ <u>460,000,000</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) ROCKPORTCAPITAL PARTNERS III, L.P. By: RockPort Capital III, L.L.C., its General Partner | Signature  | Date May 7, 2008 |
| Name of Signer (Print or Type) Janet B. James | Title of Signer (Print or Type) Managing Member of RockPort Capital III, L.L.C. | |

ATTENTION

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

END