

PROCESSED

JUL 24 2008

THOMSON REUTERS

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

FORM D

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

SEC Mail Processing Section

JUL 18 2008

Washington, DC 101

OMB APPROVAL stamp with OMB Number 3235-0076, Expires June 30, 2008, Estimated average burden 16.00 hours per response.

SEC USE ONLY stamp with Prefix, Serial, and DATE RECEIVED fields.

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

Offering of limited partnership interests in Riva Capital Partners II, 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.)

Riva Capital Partners II, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Riva Capital Partners II, L.P., c/o Riva Capital Management II, LLC, 222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116

Telephone Number 617-646-6100



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

Same as above

Telephone Number (Including Area Code)

Brief Description of Business

Private Investment Fund

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 05, Year 08, 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) 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.

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)

Abrams Capital Management, LLC (the "Investment Manager")

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

222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116

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

Full Name (Last name first, if individual)

Riva Capital Management II, LLC

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

222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116

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

Full Name (Last Name first, if individual)

****Abrams, David**

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

222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116

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

Full Name (Last Name first, if individual)

***Finkelstein, Seth**

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

222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116

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

Full Name (Last Name first, if individual)

***Rhodes, Travis**

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

222 Berkeley Street, 22nd Floor, Boston, Massachusetts 02116

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)

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

*** Individuals are the managers of the issuer's Investment Manager.**

**** Individual is the manager of the issuer's Investment Manager and General Partner**

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)

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)

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)

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)

(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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | <u>\$5,000,000*</u> | |
| *subject to reduction in the discretion of the general partner. | | |
| | 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. | 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

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [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

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [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

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [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 | <u>\$1,000,000,000</u> | <u>\$515,700,000</u> |
| Other (Specify) | \$0 _____ | \$ _____ |
| Total | <u>\$1,000,000,000</u> | <u>\$515,700,000</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 "0" if answer is "none" or "zero."

| | Number of Investors | Aggregate Dollar Amount of Purchases |
|--|---------------------|--------------------------------------|
| Accredited Investors | <u>50</u> | <u>\$515,700,000</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

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 | _____ | \$0 _____ |
| Regulation A..... | _____ | \$0 _____ |
| Rule 504 | _____ | \$0 _____ |
| Total | _____ | \$0 _____ |

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 type="checkbox"/> | \$0 _____ |
| 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"/> | \$0 _____ |
| Sales commission (specify finders' fees separately)..... | <input type="checkbox"/> | \$0 _____ |
| Other Expenses (identify)Blue sky filing fees | <input checked="" type="checkbox"/> | \$* _____ |
| Total..... | <input checked="" type="checkbox"/> | <u>\$75,000*</u> |

* - all initial offering and organizational expenses are estimated and are not to exceed \$75,000.00.

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.” \$999,925,000

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.

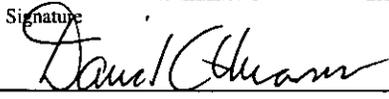
| | Payments to Officers, Directors & Affiliates | Payments to Others |
|---|--|------------------------------|
| Salaries and fees..... | <input type="checkbox"/> \$0 ** | <input type="checkbox"/> \$0 |
| Purchase of real estate..... | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| 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 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"/> \$0 | <input type="checkbox"/> \$0 |
| Repayment of indebtedness..... | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Working capital..... | <input type="checkbox"/> \$0 | <input type="checkbox"/> \$0 |
| Other (specify): investment capital in Riva Capital Partners II, L.P. | <input type="checkbox"/> <u>\$999,925,000</u> | <input type="checkbox"/> \$0 |
| Column Totals..... | <input type="checkbox"/> <u>\$ 999,925,000</u> | <input type="checkbox"/> \$0 |

Total Payments Listed (column totals added) \$ 999,925,000

**** The Investment Manager will receive from the Issuer a management fee at the beginning of each calendar quarter in an amount (i) during the commitment period equal to 0.25% (1.0% per annum) of the aggregate capital contributions made to the Issuer to fund portfolio investments and related expenses prior to the start of such quarter and (ii) after the end of the commitment period equal to 0.1875% (0.75% per annum) of the fair value of the portfolio investments held by the Issuer. The General Partner will not receive any fees or other compensation from the Issuer other than 20% of the carried interest. The amounts of such fees cannot be estimated at this time.**

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) Riva Capital Partners II, L.P. | Signature  | Date <u>July 1, 2008</u> |
| Name of Signer (Print or Type) David Abrams | Title of Signer (Print or Type) Managing Member of Riva Capital Management II, LLC, the General Partner of Riva Capital Partners II, L.P. | |

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

BINGHAM

Shawn P. DeVincentis
Direct Phone: (617) 951-8853
Direct Fax: (617) 951-8736
shawn.devincentis@bingham.com

July 15, 2008

By FedEx

Filing Room
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Dear Sir or Madam:

On behalf of Riva Capital Partners II, L.P., a Delaware limited partnership (the "Issuer"), and in connection with the Issuer's initial filing pursuant to Rule 506 of Regulation D under the Securities Act of 1933, as amended, enclosed please find one manually signed copy and four conformed copies of the Issuer's Form D, Notice of Sale of Securities.

Please indicate your receipt of this filing by date-stamping the enclosed copy of this letter and returning it to me in the enclosed return envelope.

If you should have any questions, please do not hesitate to contact me at the above number.

Very truly yours



Shawn P. DeVincentis
Paralegal Specialist

Enclosures

Boston
Hartford
Hong Kong
London
Los Angeles
New York
Orange County
San Francisco
Santa Monica
Silicon Valley
Tokyo
Walnut Creek
Washington

Bingham McCutchen LLP
One Federal Street
Boston, MA 02110-1726

T 617.951.8000
F 617.951.8736
bingham.com

END