

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

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

SEC Mail
Processing
Section
SEP 25 2008
Washington DC

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

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.)

Levine Leichtman Capital Partners IV, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)
335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

Telephone Nur.
310-275-5335

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

Telephone Num
310-275-5335

Same as above

Brief Description of Business

Investments

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 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 Note: This is a special Temporary Form D (17 CFG 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFG 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFG 239.500) but, if it does, the issuer must file amendments using Form D (17 CFG 239.500) and otherwise comply with all the requires of § 203.503T.

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, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy 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)

LLCP Partners IV GP, LLC

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

335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

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

Full Name (Last name first, if individual)

Levine Leichtman Capital Partners, Inc.

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

335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

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

Full Name (Last Name first, if individual)

Levine, Arthur E.

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

335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

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

Full Name (Last Name first, if individual)

Leichtman, Lauren B.

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

335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

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

Full Name (Last Name first, if individual)

Hartman, Steven E.

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

335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

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

Full Name (Last Name first, if individual)

Hogan, Stephen J.

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

335 North Maple Drive, Suite 240, Beverly Hills, CA 90210

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

*** Executive Officer of Levine Leichtman Capital Partners, Inc., the Managing Member of LLCP Partners IV GP, LLC, the General Partner of the Issuer.

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	\$ <u>0</u>	\$ <u>0</u>
Equity..... <input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ <u>0</u>	\$ <u>0</u>
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>1,500,000,000*</u>	\$ <u>769,000,000</u>
Other (Specify _____)	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>1,500,000,000</u>	\$ <u>769,000,000</u>

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

* Includes offers and sales outside the United States. A management fee is payable in addition to each limited partner's capital commitment.

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>38</u>	\$ <u>769,000,000</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.....	_____	\$ _____
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 checked="" type="checkbox"/>	\$** _____
Sales commission (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$** _____
Other Expenses (identify)	<input checked="" type="checkbox"/>	\$** _____
Total.....	<input checked="" type="checkbox"/>	\$ <u>1,500,000</u>

** The Issuer shall bear all legal and other expenses incurred in its formation and the offering of the interests (other than any placement fees), up to a maximum of \$1,500,000. Expenses in excess of this amount, if any, (and any placement fees) shall be paid by the Issuer but borne by the Manager through a 100% offset against the management fee.

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

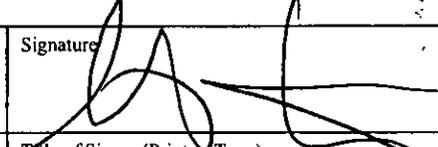
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”\$ 1,498,500,000

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"/> \$ _____	<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): Investments.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,498,500,000</u>
Column Totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ <u>1,498,500,000</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) Levine Leichtman Capital Partners IV, L.P.	Signature 	Date September <u>24</u> , 2008
Name of Signer (Print or Type) Steven Hartman	Title of Signer (Print or Type) Vice President and Secretary of Levine Leichtman Capital Partners, Inc., Managing Member of LLC Partners IV GP, LLC, General Partner of Levine Leichtman Capital Partners IV, L.P.	

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

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	\$50,000,000	1	\$50,000,000				
AR									
CA		X	\$120,000,000	3	\$120,000,000				
CO									
CT		X	\$75,000,000	1	\$75,000,000				
DE		X	\$13,000,000	2	\$13,000,000				
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	\$23,000,000	1	\$23,000,000				
MI									
MN									
MS									
MO									
MT									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM		X	\$85,000,000	3	\$85,000,000				
NY		X	\$125,000,000	5	\$125,000,000				
NC									
ND									
OH									
OK		X	\$10,000,000	1	\$10,000,000				
OR									
PA		X	\$25,000,000	1	\$25,000,000				
RI									
SC									
SD									
TN									
TX		X	\$112,200,000	6	\$112,200,000				
UT		X	\$47,800,000	8	\$47,800,000				
VT									
VA									
WA									
WV									
WI									
WY									
PR									

END