

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

144719.0

OMB APPROVAL

OMB Number: 3235-0076

Expires: September 30, 2008

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer  
Clyde Blowers Capital Fund II L.P.

Jurisdiction of Incorporation/Organization  
Scotland

Year of Incorporation/Organization (Select one)

Over Five Years Ago  Within Last Five Years (specify year) 2008  Yet to Be Formed

Previous Name(s)  None

Received SEC

OCT 02 2008

Washington, DC 20549

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1  
1 Redwood Crescent

City  
East Kilbride

State/Province/Country  
Scotland

Street Address 2

ZIP/Postal Code  
G74 5PA

Phone No.  
+44(0)135575000

PROCESSED

OCT 08 2008

THOMSON REUTERS

Item 3. Related Persons

Last Name  
Clyde Blowers Capital GP II LP

Street Address 1  
1 Redwood Crescent

City  
East Kilbride

State/Province/Country  
Scotland

Street Address 2

ZIP/Postal Code  
G74 5PA

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary) General Partner of the Issuer



08061280

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
  - Commercial Banking
  - Insurance
  - Investing
  - Investment Banking
  - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

Other Banking & Financial Services

- Business Services
- Energy
  - Electric Utilities
  - Energy Conservation
  - Coal Mining
  - Environmental Services
  - Oil & Gas
  - Other Energy

- Health Care
  - Biotechnology
  - Health Insurance
  - Hospitals & Physicians
  - Pharmaceuticals
  - Other Health Care

- Manufacturing
- Real Estate
  - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
  - Computers
  - Telecommunications
  - Other Technology
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c)                 |   |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1)            | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2)            | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3)            | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4)            | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5)            | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6)            | <input type="checkbox"/> Section 3(c)(14) |
|  | <input checked="" type="checkbox"/> Section 3(c)(7) |   |

**Item 7. Type of Filing**

- New Notice      OR       Amendment

Date of First Sale in this Offering:       OR       First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?       Yes       No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- |  |  |
|--|--|
| <input type="checkbox"/> Equity  | <input checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities                 |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities                 |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                            |

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient: JP Morgan Cazenove Limited
Recipient CRD Number: [ ] No CRD Number
(Associated) Broker or Dealer: [X] None
(Associated) Broker or Dealer CRD Number: [ ] No CRD Number
Street Address 1: 20 Moorgate
Street Address 2: [ ]
City: London
State/Province/Country: England
ZIP/Postal Code: EC2R 6DA

States of Solicitation: [ ] All States
[ ] AK [ ] AZ [ ] CA [ ] CO [ ] CT [ ] DE [ ] FL [ ] GA [ ] HI [ ] IL [ ] IN [ ] IA [ ] KS [ ] KY [ ] LA [ ] ME [ ] MD [X] MA [ ] MI [ ] MN [ ] MS [ ] MO [ ] NY [ ] NC [ ] ND [ ] OH [ ] OK [ ] OR [ ] PA [ ] RI [ ] SC [ ] SD [ ] TN [ ] TX [ ] UT [ ] VT [ ] VA [ ] WA [ ] WV [ ] WI [ ] WY [ ] PR

(Identify additional person(s) being paid compensation by checking this box [ ] and attaching Item 12 Continuation Page(s))

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 425,132,000(a) OR [ ] Indefinite
(b) Total Amount Sold \$ 163,300,000(b)
(c) Total Remaining to be Sold \$ 261,832,000(c) OR [ ] Indefinite
(Subtract (a) from (b))

Clarification of Response (if Necessary)
(a) Represents an estimate of the total offering amount of 230,000,000 Pounds Sterling, assuming an exchange rate of 1.8484. Interests in the issuer may be sold to investors in and outside the U.S.
(b) Total amount sold in the U.S.
(c) See Below.

Item 14. Investors

Check this box [X] if securities in the offering have been or may be sold to persons who may not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: 8 (See Footnote 13(c))
Enter the total number of investors who already have invested in the offering: 11 (See Item 13)

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 3,434,773 [X] Estimate
Finders' Fees \$ 0 [ ] Estimate

Clarification of Response (if Necessary)
Represents estimate of the amount of sales commissions attributable to sales in the U.S. Additional sales commission was paid in connection with sales outside the U.S. under Regulation S.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0

Estimate

Clarification of Response (if Necessary)

Issuer is a pooled investment fund that makes private equity investments. Certain related persons named in Item 3 above shall be entitled, directly or indirectly, to part of the consideration payable by the Issuer for its initial investments in entities in which such persons may have an interest.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Clyde Blowers Capital Fund II L.P.

Name of Signer

JAMES ALLAN MCCOLL

Signature

[Handwritten Signature]

Title

DIRECTOR OF GENERAL PARTNER OF GENERAL PARTNER OF ISSUER

Number of continuation pages attached:

2

Date

18/9/08

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Clyde Blowers Capital GP II Limited  
 First Name:   
 Middle Name:   
 Street Address 1: 1 Redwood Crescent  
 Street Address 2:   
 City: East Kilbride  
 State/Province/Country: Scotland  
 ZIP/Postal Code: G74 5PA  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary): General Partner of the General Partner

Last Name: Clyde Blowers Capital IM LLP  
 First Name:   
 Middle Name:   
 Street Address 1: 1 Redwood Crescent  
 Street Address 2:   
 City: East Kilbride  
 State/Province/Country: Scotland  
 ZIP/Postal Code: G74 5PA  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary): The Investment Manager of the Issuer ( the "Manager")

Last Name: McColl  
 First Name: James  
 Middle Name: Allan  
 Street Address 1: Roccabella  
 Street Address 2: Avenue Princess Grace  
 City:   
 State/Province/Country: Monaco  
 ZIP/Postal Code:   
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary): of the General Partner of the General Partner, a partner of the General Partner and a\*

Last Name: Lees  
 First Name: James  
 Middle Name: Graham  
 Street Address 1: 3B Woodland Gardens  
 Street Address 2:   
 City: Hamilton  
 State/Province/Country: Scotland  
 ZIP/Postal Code: ML3 7JE  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary): of the General Partner of the General Partner, a partner of the General Partner and a\*

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Gibson      First Name: Keith      Middle Name:

Street Address 1: The Millers Tower, Formakin Estate      Street Address 2: Houston Road

City: Bishopton      State/Province/Country: Scotland      ZIP/Postal Code: PA7 5NX

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): Member of the Manager

Last Name: Stewart      First Name: Alexander      Middle Name:

Street Address 1: 2 St. Edmunds Lane      Street Address 2: Milngavie

City: Glasgow      State/Province/Country: Scotland      ZIP/Postal Code: G62 8LT

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): of the General Partner of the General Partner, a partner of the General Partner and a\*

Last Name: Thompson      First Name: William      Middle Name: J.

Street Address 1: 54 Clairinsh, Drumkinnon Gate      Street Address 2: Balloch Road

City: Balloch      State/Province/Country: Scotland      ZIP/Postal Code: G83 8SE

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): of the General Partner of the General Partner, a partner of the General Partner and a\*

Last Name:      First Name:      Middle Name:

Street Address 1:      Street Address 2:

City:      State/Province/Country:      ZIP/Postal Code:

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

\*member of the Manager

END