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



08061473

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

SEC
 Mail Processing
 Section

NOV 25 2008

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

Washington, DC
 103

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.)

GEAM International Private Equity Fund II, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 3001 Summer Street, Stamford, CT 06905 (203) 326-2300

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

Brief Description of Business
 Private Equity 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 Year Actual Estimated
 0 2 0 8

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

PROCESSED
 DEC 03 2008
 THOMSON REUTERS

1. GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 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 CFR 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 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exception 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. 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.

* SEC 1972 (6/02) 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)

International Private Equity Fund II, L.P.

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

c/o GE Asset Management Incorporated, 3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Saskatchewan Teachers' Superannuation Plan

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

c/o Saskatchewan Teachers' Superannuation Commission, Room 129-3085 Alberta Street, Regina, SK S4S0B1 Canada

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

Full Name (Last name first, if individual)

IPE Fund II GP, L.P.

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

c/o GE Asset Management Incorporated, 3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

GE Asset Management Incorporated

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

3001 Summer Street, Stamford CT 06905

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

Full Name (Last name first, if individual)

GE Investment Distributors, Inc.

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

c/o GE Asset Management Incorporated, 3001 Summer Street, Stamford CT 06905

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

Full Name (Last name first, if individual)

GE Asset Management Limited

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

6 Agar Street, London WC2N 4HR United Kingdom

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

Full Name (Last name first, if individual)

Don W. Torey

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

James M. Mara

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Patrick J. McNeela

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

James Mitchell Jr.

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

David W. Wiederecht

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Michael M. Pastore

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Roland Fohn

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Daniel L. Furman

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Anandh Hari

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Henry Keller

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Carlos E. Monfiglio

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Philip K. Mutooni

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Anna Pandey

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Kishan Pandey

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Julien Paycha

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Chirag H. Shah

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Javier Shiraishi

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Paolo G. M. Simonato

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

David B. Stewart

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Mark J. Strelecki

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

B.C. Sophia Wong

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Michael Levin

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Leslee S. Spadone

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Christopher M. Isaacs

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

3001 Summer Street, Stamford, CT 06905

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

Full Name (Last name first, if individual)

Edward G. Martinez

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

3001 Summer Street, Stamford, CT 06905

B. INFORMATION ABOUT OFFERING

- | | | |
|--|--|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....</p> <p align="center">Answer also in Appendix, Column 2, if filing under ULOE.</p> | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual?.....</p> | <p><u>\$ 500,000</u></p> | |
| <p>3. Does the offering permit joint ownership of a single unit?</p> | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| <p>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.</p> | | |

Full Name (Last name first, if individual)
GE Asset Management Incorporated and/or its wholly owned subsidiary GE Asset Management Canada Company

Business or Residence Address (Number and street, City, State, Zip Code)
3001 Summer Street, Stamford, CT 06905 and/or 2300 Meadowvale Blvd., Mississauga, ON L5N5P9

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	\$0.00	\$0.00
Equity.....	\$0.00	\$0.00
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$0.00	\$0.00
Partnership Interests.....	\$1,000,000,000	\$301,000,000
Other (Specify _____).....	\$0.00	\$0.00
Total.....	\$1,000,000,000	\$301,000,000

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	14	\$301,000,000
Non-accredited Investors	0	\$0.00
Total (for filings under Rule 504 only).....		\$

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	\$0.00
Regulation A.....	N/A	\$0.00
Rule 504.....	N/A	\$0.00
Total.....		\$0.00

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"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 1,500,000
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 564,375
Other Expenses (identify)	<input type="checkbox"/>	\$
Total.....	<input checked="" type="checkbox"/>	\$ 2,064,375

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."

\$298,935,625

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"/>	\$15,175,000	<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 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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): <u>purchase of investment securities</u>	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$283,760,625
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals.....	<input checked="" type="checkbox"/>	\$15,175,000	<input checked="" type="checkbox"/>	\$283,760,625
Total Payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$298,935,625

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) GEAM International Private Equity Fund II, L.P.	Signature 	Date November 21, 2008
Name of Signer (Print or Type) Michael M. Pastore	Title of Signer (Print or Type) Executive Vice President and Secretary of GE International Management II Incorporated, the general partner of IPE Fund II GP, L.P., the general partner of the issuer	

END

ATTENTION

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