

1439484

**FORM D**  
**U.S. Securities and Exchange Commission**  
**Washington, D.C. 20549**

REG MAIL  
Mail Processing  
Section  
OCT 06 2008  
Washington, DC  
108

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

B

Name of Offering: IPN 9-5 INVESTORS L.P.

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

**PROCESSED**

OCT 14 2008

Filed under: Rule 504 Rule 505 x Rule 506  
Section 4(6) ULOE

**THOMSON REUTERS**

Type of Filing: x New Filing Amendment

**A. BASIC IDENTIFICATION DATA**

1. Name of Issuer: IPN 9-5 INVESTORS L.P.

Address of Executive Offices Telephone: (314) 657-5030

539 N. Grand Blvd.  
St. Louis, MO 63103

Address of Principal Business Operations if different:  
N/A

Brief Description of Business:

Investment in touring production of musical stage play, "NINE TO FIVE"

Type of business Organization:  
limited partnership

Estimated or actual date of Organization: 3/2008

Estimated X Actual

Jurisdiction of Organization: Delaware



08061781

2.

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Categories that apply:

Beneficial Owner, Promoter, Managing Member

Name and Address:

IPN INK LLC

539 N. Grand Blvd.

St. Louis, MO 63103

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Categories that apply:

Officer, Director or Manager of Corporate or LLC Manager

Name and Address:

Isaacson, Michael F.

539 N. Grand Blvd.

St. Louis, MO 63103

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Categories that apply:

Officer, Director or Manager of Corporate or LLC Manager

Gabbard, Thomas E.

North Carolina Blumenthal Performing Arts Center

130 North Tryon Street,

Charlotte, NC 28202

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## **B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

YES x NO

2. What is the minimum investment that will be accepted from any individual?

\$5,000

3. Does the offering permit joint ownership?  
x YES NO

4. Information about persons receiving commission or similar remuneration for soliciting purchasers: N/A

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

1. Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	0	0
Equity	0	0
Convertible Securities (including warrants)	0	0
Partnership Interests		
Other	0	0
Limited Liability Company Interests	\$2,400,000	0
TOTAL	\$2,400,000	0

2.	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	0
Non-Accredited Investors	0	0
TOTAL (for filings under Rule 504 only)	0	0

3. For Filings Under 504, 505, all information for all securities sold by issuer to date in offerings of the types indicated in the 12 months prior to the first sale of securities in this offering.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	0
Regulation A	N/A	0
Rule 504	N/A	0
TOTAL	None	0

4. a. Expenses in connection with the issuance and distribution of the securities in this offering, excluding amounts relating solely to organization expenses of issuer

Transfer Agent's Fees		\$
Printing and Engraving Costs		\$
Legal Fees	x	\$ 10,500
Accounting Fees		\$
Engineering Fees		\$
Sales Commissions		\$
Other Expenses (Identify) Blue Sky photocopying, etc.	x	\$ 1,500
TOTAL:	x	\$ 12,000

- b. The difference between aggregate offering price in Part C., question 1 and Total Expenses:
- |  |   |             |
|--|---|-------------|
|  | x | \$2,388,000 |
|--|---|-------------|

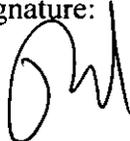
Amount of adjusted gross proceeds to the issuer [all amounts are estimates]

	Payments to Officers, Directors & Affiliates	Payments to Others
Salaries and Fees	\$	\$
Purchase of Real Estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
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)		
Repayment of Indebtedness	\$	\$
Working capital	\$	\$
Other: contribution to capitalization of North American Touring Company	x \$	x\$2,388,000
Column Totals:	x \$	x\$2,388,000
Total Payments Listed: (column totals added)	x \$ 2,388,000	

#### 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:  
IPN 9-5 INVESTORS L.P.

Signature:  


Date:  
6/6/08

Name of Signer:  
Thomas E. Gabbard

Title of Signer:  
Manager, IPN INK LLC, General Partner of the Issuer

*END*