

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB Number: 3235-0076
Expires: September 30, 2008
Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer

Templeton Strategic Emerging Markets Fund III, L.P.

Jurisdiction of Incorporation/Organization

Delaware

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
Barcode: 08061989

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 [X] 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

7 Temasek Boulevard #38-03 Suntec Tower One

City

Singapore

State/Province/Country

Singapore

Street Address 2

ZIP/Postal Code

038987

Phone No.

(65) 6-338-7177

PROCESSED

OCT 08 2008

THOMSON REUTERS

Item 3. Related Persons

Last Name

Mobius

First Name

Mark

Middle Name

SEC Mail Processing Section

Street Address 1

7 Temasek Boulevard #38-03 Suntec Tower One

City

Singapore

State/Province/Country

Singapore

Street Address 2

ZIP/Postal Code

03898

OCT 02 2008

Washington, DC

Relationship(s): [X] Executive Officer [X] Director [] Promoter

Clarification of Response (If Necessary)

Note: Executive officer of the Investment Manager and Director of the General Partner

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

Item 4. Industry Group (Select one)

- Agriculture
Banking and Financial Services
Business Services
Construction
Energy
Health Care
Manufacturing
Real Estate
Retailing
Restaurants
Technology
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"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <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 checked="" 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 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.

\$ []

Estimate

Clarification of Response (if Necessary)

[]

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) TEMPLETON STRATEGIC
EMERGING MARKETS FUND III (CATMAN)
LP AND TEMPLETON STRATEGIC
EMERGING MARKETS FUND III LP

Signature [Handwritten Signature]

Number of continuation pages attached: [3]

Name of Signer
JOHN M. LUSK.

Title
DIRECTOR - TEMPLETON RESTRUCTURED

INVESTMENTS III LTD AS
GENERAL PARTNER OF ISSUERS Date
30 September 2008

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 1 and 2. Issuer's Identity and Contact Information (Continued)

Name of Issuer

Templeton Strategic Emerging Markets Fund III, (Cayman) L.P.

Jurisdiction of Incorporation/Organization

Cayman Islands

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

Entity Type (Select one)

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

At your option, supply separate contact information for this issuer:

Street Address 1

7 Temasek Boulevard #38-03 Suntec Tower One

Street Address 2

City

Singapore

State/Province/Country

Singapore

ZIP/Postal Code

038987

Phone No.

(65) 6-338-7177

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)

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

Previous Name(s)

None

Entity Type (Select one)

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

At your option, supply separate contact information for this issuer:

Street Address 1

[Empty field]

Street Address 2

[Empty field]

City

[Empty field]

State/Province/Country

[Empty field]

ZIP/Postal Code

[Empty field]

Phone No.

[Empty field]

Name of Issuer

Jurisdiction of Incorporation/Organization

Year of Incorporation/Organization (Select one)

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

Previous Name(s)

None

Entity Type (Select one)

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

At your option, supply separate contact information for this issuer:

Street Address 1

[Empty field]

Street Address 2

[Empty field]

City

[Empty field]

State/Province/Country

[Empty field]

ZIP/Postal Code

[Empty field]

Phone No.

[Empty field]

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Lee	Victor	
Street Address 1	Street Address 2	
17th Floor, Chater House, 8 Connaught Road, Central		
City	State/Province/Country	ZIP/Postal Code
Hong Kong	PR China	N/A
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Pillero	Richard	
Street Address 1	Street Address 2	
7 Temasek Boulevard #38-03 Suntec Tower One		
City	State/Province/Country	ZIP/Postal Code
Singapore	Singapore	03898
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Schroll	Matjaz	
Street Address 1	Street Address 2	
Dr. Karl Lueger-Ring 10 A-1010		
City	State/Province/Country	ZIP/Postal Code
Vienna	Austria	N/A
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Tsang	Claudius	
Street Address 1	Street Address 2	
17th Floor, Chater House, 8 Connaught Road, Central		
City	State/Province/Country	ZIP/Postal Code
Hong Kong	PR China	N/A
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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

Note: Please note that those designated as Executive Officers are executive officers of the Investment Manager, and those designated as Directors are directors of the General Partner.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Lim	Dennis	
Street Address 1	Street Address 2	
7 Temasek Boulevard #38-03 Suntec Tower One		
City	State/Province/Country	ZIP/Postal Code
Singapore	Singapore	03898
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Wu	Tom	
Street Address 1	Street Address 2	
17th Floor, Chater House, 8 Connaught Road, Central		
City	State/Province/Country	ZIP/Postal Code
Hong Kong	PR China	N/A
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Ong	Tek Khoan	
Street Address 1	Street Address 2	
7 Temasek Boulevard #38-03 Suntec Tower One		
City	State/Province/Country	ZIP/Postal Code
Singapore	Singapore	03898
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Sehgal	Rajesh	
Street Address 1	Street Address 2	
Wochardt Tower , Level - 4 Bandra Kurla Complex, Bandra		
City	State/Province/Country	ZIP/Postal Code
East Mumbai	India	400051
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

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

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Lusk	John	M
Street Address 1	Street Address 2	
920 One Franklin Parkway		
City	State/Province/Country	ZIP/Postal Code
San Mateo	California	94404
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Vetter	Galen	G
Street Address 1	Street Address 2	
500 East Broward Blvd., Suite 2100		
City	State/Province/Country	ZIP/Postal Code
Ft. Lauderdale	Florida	33394
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
McGowan	Gregory	E
Street Address 1	Street Address 2	
500 East Broward Blvd., Suite 2100		
City	State/Province/Country	ZIP/Postal Code
Ft. Lauderdale	Florida	33394
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

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END