

1390187

OCT 17 2008

FORM D

Notice of Exempt  
Offering of Securities

U.S. Securities and Exchange Commission  
Washington, DC 20549

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: October 31, 2008	
Estimated average burden hours per response: 4.00	

(See instructions beginning on page 5)

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

Item 1. Issuer's Identity

Name of Issuer

SR Phoenicia LP

Jurisdiction of Incorporation/Organization

Cayman Islands

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)

(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

One Capital Place, Shedden Road

City

Grand Cayman

State/Province/Country

Cayman Islands

Street Address 2

George Town

ZIP/Postal Code

KY1-1103

Phone No.

1 345 949 7576

**PROCESSED**

OCT 30 2008

**THOMSON REUTERS**

Item 3. Related Persons

Last Name

Bannister

First Name

Joe

Middle Name

Street Address 1

2 The Elms, Gorg Borg, Olivier Street

City

Sliema

State/Province/Country

Malta

Street Address 2

ZIP/Postal Code

SLM12

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary) Director of General Partner



08062170

(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)**

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504(b)(1)(i)
- Rule 504(b)(1)(ii)
- Rule 504(b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)

Investment Company Act Section 3(c)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

**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)**

- Equity
- Pooled Investment Fund Interests
- Debt
- Tenant-in-Common Securities
- Option, Warrant or Other Right to Acquire Another Security
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- 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 \$

**Item 12. Sales Compensation**

Recipient  Recipient CRD Number   No CRD Number

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number   No CRD Number

Street Address 1  Street Address 2

City  State/Province/Country  ZIP/Postal Code

States of Solicitation  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

(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 \$  OR  Indefinite

(b) Total Amount Sold \$

(c) Total Remaining to be Sold \$  OR  Indefinite  
(Subtract (a) from (b))

Clarification of Response (if Necessary)

**Item 14. Investors**

Check this box  if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

**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 \$   Estimate

Finders' Fees \$   Estimate

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.

\$ 85,000

Estimate

Clarification of Response (if Necessary)

The fees disclosed for this question represent the annual directors fees for the general partner of the Issuer. In addition, the Issuer pays its general partner an annual management fee of 1% and a performance allocation of 15-20%. The general partner pays the investment manager out of these amounts.

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)
SR Phoenicia LP

Name of Signer
William Walmsley

Signature
[Handwritten Signature]

Title
Director of General Partner of Issuer

Number of continuation pages attached: 2

Date
17 October, 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 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Douglas	Richard	
Street Address 1	Street Address 2	
One Capital Place, Shedden Road	P.O. Box 897 George Town	
City	State/Province/Country	ZIP/Postal Code
Grand Cayman	Cayman Islands	KY1-1103
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Director of General Partner		

Last Name	First Name	Middle Name
Hawkins	John	
Street Address 1	Street Address 2	
Magnolia House	Candie Road	
City	State/Province/Country	ZIP/Postal Code
St Peter Port	Guernsey	GY1 1UP
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Director of General Partner		

Last Name	First Name	Middle Name
Robinson	George	
Street Address 1	Street Address 2	
20 St. Dunstan's Hill		
City	State/Province/Country	ZIP/Postal Code
London	United Kingdom	EC3R BND
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Director of General Partner		

Last Name	First Name	Middle Name
Walmsley	William	
Street Address 1	Street Address 2	
One Capital Place, Shedden Road	P.O. Box 897 George Town	
City	State/Province/Country	ZIP/Postal Code
Grand Cayman	Cayman Islands	KY1-1103
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Director of General Partner		

(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  
Sloane Robinson LLP  
Street Address 1 Street Address 2  
20 St. Dunstan's Hill  
City State/Province/Country ZIP/Postal Code  
London United Kingdom EC3R 8ND  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary)

Last Name First Name Middle Name  
SR General Partner (Cayman) Limited  
Street Address 1 Street Address 2  
One Capital Place, Shedden Road P.O. Box 897 George Town  
City State/Province/Country ZIP/Postal Code  
Grand Cayman Cayman Islands KY1-1103  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary) General Partner

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)

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.)

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