

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

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

OMB APPROVAL

OMB Number: 3235-0076 Expires: February 28, 2009 Estimated average burden hours per form: 16.00

SEC USE ONLY

Table with columns for Prefix, Serial, and DATE RECEIVED.

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

Limited Partner Interests

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment.

SEC Mail Processing Section

A. BASIC IDENTIFICATION DATA

PROCESSED

1. Enter the information requested about the issuer

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

Austin Capital BH Holdings, Ltd.

MAR 2 2009 FEB 06 2009 THOMSON REUTERS Washington, DC 111

Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Austin Capital Management, Ltd., 5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746

Telephone Number (Including Area Code) 512-476-1185

Address of Principal Offices (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business: private investment company

Type of Business Organization

checkboxes for corporation, limited partnership, business trust, other



Actual or Estimated Date of Incorporation or Organization:

Month: 01 26 Year: 0 6

checkboxes for Actual, Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

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GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, 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.

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.

Persons who respond to the collection of information contained in this form are

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 PartnerFull Name (Last name first, if individual): **Austin Capital Management, Ltd.**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General Partner of General PartnerFull Name (Last name first, if individual): **Austin Capital Management GP Corp.**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner of General Partner
 General and/or Managing PartnerFull Name (Last name first, if individual): **Charles W. Riley**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner of General Partner
 General and/or Managing PartnerFull Name (Last name first, if individual): **Brent A. Martin**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner of General Partner
 General and/or Managing PartnerFull Name (Last name first, if individual): **David C. Brown**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner of General Partner
 General and/or Managing PartnerFull Name (Last name first, if individual): **Robert L. Wagner**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director of General Partner of General Partner
 General and/or Managing PartnerFull Name (Last name first, if individual): **James P. Owen**Business or Residence Address (Number and Street, City, State, Zip Code): **5000 Plaza on the Lake Boulevard, Suite 250, Austin, TX 78746**Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual):

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

B. INFORMATION ABOUT OFFERING

- 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
- 2. What is the minimum investment that will be accepted from any individual? \$500,000 (may be waived)
- 3. Does the offering permit joint ownership of a single unit? Yes No
- 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.

Full Name (Last name first, if individual) N/A

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]

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]
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- [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	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify <u>Limited Partner Interests</u>).....	\$ 100,000,000	\$ 2,412,582
Total	\$ 100,000,000	\$ 2,412,582

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.....	84	\$ 2,412,582
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

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	Types of Security	Dollar Amount Sold
Rule 505.....	N/A	\$
Regulation A.....	N/A	\$
Rule 504.....	N/A	\$
Total	N/A	\$

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"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 2,500
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 15,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 7,500
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify <u>Filing Fees</u>).....	<input checked="" type="checkbox"/>	\$ 5,000
Total	<input checked="" type="checkbox"/>	\$ 30,000

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

4 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."

\$ 99,970,000

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 type="checkbox"/>	\$ _____	<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 checked="" type="checkbox"/>	\$ <u>99,970,000</u>
Other (specify): _____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
_____	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ <u>99,970,000</u>
Total payments Listed (column totals added).....			<input checked="" type="checkbox"/>	\$ <u>99,970,000</u>

D. FEDERAL SIGNATURE

This 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) Austin Capital BH Holdings, Ltd.	Signature <i>Duane Mattson</i>	Date <i>1/30/09</i>
Name of Signer (Print or Type) Duane Mattson	Title of Signer (Print or Type) Authorized Person	

ATTENTION

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

END