

1454835

# FORM D

Notice of Exempt Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

**OMB APPROVAL**  
 OMB Number: 3235-0076  
 Expires: January 31, 2009  
 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:   
 Previous Name(s):  None  
 Entity Type (Select one):  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)  
 Jurisdiction of Incorporation/Organization:   
 Year of Incorporation/Organization (Select one):  
 Over Five Years Ago  Within Last Five Years (specify year)   Yet to Be Formed

**PROCESSED**  
JAN 28 2009

(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:   
 Street Address 2:   
 City:  State/Province/Country:  ZIP/Postal Code:  Phone No.:

**THOMSON REUTERS**

### Item 3. Related Persons

Last Name:  First Name:  Middle Name:   
 Street Address 1:  Street Address 2:   
 City:  State/Province/Country:  ZIP/Postal Code:  Phone No.:   
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary):

SEC Mail Processing Section

JAN 15 2009

Washington, DC 111

(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



**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)) | <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(2)            | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(3)            | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(4)            | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(5)            | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(6)            | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input 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 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)

FORM D

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

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 150,000

Item 12. Sales Compensation

Recipient: N/A  
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 [X] CA [ ] CO [ ] CT [X] 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 [X] 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 \$ 9,800,000 OR [ ] Indefinite

(b) Total Amount Sold \$ 2,292,000

(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 7,508,000 OR [ ] Indefinite

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: 6

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 \$ 0 [ ] Estimate

Finders' Fees \$ 0 [ ] 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.

\$ 0

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

**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)

Gray Capital Energy Fund (US) L.P.

Name of Signer

Peter Verburg

Signature

[Handwritten signature]

Title

Managing Director

Number of continuation pages attached:

2

Date

January 12, 2009

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
Bobey	Andrew	
Street Address 1	Street Address 2	
19A Tweeddale Road		
City	State/Province/Country	ZIP/Postal Code
Applecross	Australia	6153
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
Chetner	Stephen	
Street Address 1	Street Address 2	
1400, 350- 7th Avenue SW		
City	State/Province/Country	ZIP/Postal Code
Calgary	Alberta/Canada	T2P 3N9
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
Davis	Brian	
Street Address 1	Street Address 2	
5624 Ella Lee Lane		
City	State/Province/Country	ZIP/Postal Code
Houston	Texas/U.S.A.	77056
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
Lonquist	Richard	
Street Address 1	Street Address 2	
3345 Bee Cave Road, Suite 201		
City	State/Province/Country	ZIP/Postal Code
Austin	Texas/U.S.A.	78746
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.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Ross	David	
Street Address 1	Street Address 2	
1400,	350 - 7th Ave SW	
City	State/Province/Country	ZIP/Postal Code
Calgary	Alberta/Canada	T2P 3N9
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
Verburg	Peter	
Street Address 1	Street Address 2	
180 Tuscany Hills Cir NW		
City	State/Province/Country	ZIP/Postal Code
Calgary	Alberta/Canada	T3L 2E4
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
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)		

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)		

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

END