

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

Deerhill Pond Investment Partners, LP

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2007 Yet to Be Formed

Previous Name(s) [X] None

[Redacted] 09003064

Entity Type (Select one)

- Corporation
Limited Partnership [X]
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

29 Deerhill Drive

Street Address 2

City

HoHoKus

State/Province/Country

New Jersey

ZIP/Postal Code

07423

Phone No.

(201) 251-9468

PROCESSED MAR 17 2009 THOMSON REUTERS

Item 3. Related Persons

Last Name

Deerhill Pond GP, LLC

First Name

[Redacted]

Middle Name

[Redacted]

Street Address 1

29 Deerhill Drive

Street Address 2

[Redacted] (MAY 6 3 2009)

City

HoHoKus

State/Province/Country

New Jersey

ZIP/Postal Code

07423

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) 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 [X]
Business Services
Energy
Health Care
Manufacturing
Real Estate
Construction
REITS & Finance
Residential
Other Real Estate
Retailing
Restaurants
Technology
Travel
Other

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient, Recipient CRD Number, (Associated) Broker or Dealer, Street Address 1, Street Address 2, City, State/Province/Country, ZIP/Postal Code, States of Solicitation

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 95,000,000.00 OR Indefinite
(b) Total Amount Sold \$ 5,500,000.00
(c) Total Remaining to be Sold \$ 89,500,000.00 OR Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box [X] 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: 5

Enter the total number of investors who already have invested in the offering: 15

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 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: O'Brien First Name: Michael Middle Name: T.

Street Address 1: 29 Deerhill Drive Street Address 2:

City: HoHoKus State/Province/Country: New Jersey ZIP/Postal Code: 07423

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):

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.)

END