

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

1431428 OMB APPROVAL OMB Number: 3235-0076 Expires: February 28, 2009 Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

Yucaipa American Alliance Fund II, L.P.

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)

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

9130 West Sunset Boulevard

Street Address 2

City

Los Angeles

State/Province/Country

California

ZIP/Postal Code

90069

Phone No.

(310) 789-7200

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Item 3. Related Persons

Last Name

Yucaipa American Alliance Fund II, LLC

First Name

Middle Name

Street Address 1

9130 West Sunset Boulevard

Street Address 2

City

Los Angeles

State/Province/Country

California

ZIP/Postal Code

90069

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)

Yucaipa American Alliance Fund II, LLC is the general partner of the Issuers.



(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)

- | | | |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <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 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 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 5,000,000

Item 12. Sales Compensation

Recipient Atlantic-Pacific Capital, Inc. Recipient CRD Number 38356
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number 38356
Street Address 1 102 Greenwich Avenue Street Address 2 2nd Floor
City Greenwich State/Province/Country Connecticut ZIP/Postal Code 06830

States of Solicitation All States
[X] AL [] AK [X] AZ [X] AR [X] CA [X] CO [X] CT [X] DE [X] DC [X] FL [X] GA [X] HI [] ID
[X] IL [X] IN [X] IA [X] KS [] KY [X] LA [] ME [X] MD [X] MA [X] MI [X] MN [] MS [X] MO
[X] MT [] NE [X] NV [X] NH [X] NJ [X] NM [X] NY [X] NC [X] ND [X] OH [X] OK [X] OR [X] PA
[X] RI [] SC [X] SD [X] TN [X] TX [X] UT [X] VT [X] VA [X] WA [] WV [X] WI [] WY [] PR

(Identify additional person(s) being paid compensation by checking this box [X] and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 2,500,000,000 OR [] Indefinite
(b) Total Amount Sold \$ 1,630,526,316
(c) Total Remaining to be Sold \$ 869,473,684 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: 41

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 \$ 3,401,000 [X] Estimate

Clarification of Response (if Necessary) Placement agent fees.

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.

\$ 170,390,000

Estimate

Clarification of Response (if Necessary)

Estimated management fees over the lives of the Issuers.

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.)

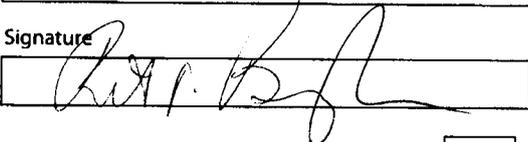
Issuer(s)

Yucaipa American Alliance Fund II, L.P.

Name of Signer

Robert P. Bermingham

Signature



Title

Vice President and Secretary of the general partner of the Issuers.

Number of continuation pages attached:

4

Date

March 5, 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.

Items 1 and 2 Continuation Page

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

Name of Issuer
Yucaipa American Alliance (Parallel) Fund

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) 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
9130 West Sunset Boulevard

Street Address 2

City
Los Angeles

State/Province/Country
California

ZIP/Postal Code
90069

Phone No.
(310) 789-7200

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

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Phone No.

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

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Phone No.

(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
Yucaipa Alliance Management, LLC
Street Address 1 Street Address 2
9130 West Sunset Boulevard
City State/Province/Country ZIP/Postal Code
Los Angeles California 90069
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary) Yucaipa Alliance Management, LLC manages the day-to-day operations of the Issuers.

Last Name First Name Middle Name
Yucaipa American Funds, LLC
Street Address 1 Street Address 2
9130 West Sunset Boulevard
City State/Province/Country ZIP/Postal Code
Los Angeles California 90069
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary) Yucaipa American Funds, LLC is the managing member of the two other Related Persons.

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.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

GrandFund Investment Group, LLC

(Associated) Broker or Dealer None

GrandFund Investment Group, LLC

Street Address 1

3724 Happy Valley Road

City

Lafayette

State/Province/Country

California

ZIP/Postal Code

94549

Recipient CRD Number

143253

No CRD Number

(Associated) Broker or Dealer CRD Number

143253

No CRD Number

Street Address 2

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

Recipient

(Associated) Broker or Dealer None

Street Address 1

City

State/Province/Country

ZIP/Postal Code

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

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

Signature Continuation Page

Signature and Submission

The undersigned is the duly authorized representative of the issuer(s), identified in the field beside the individual's name below.

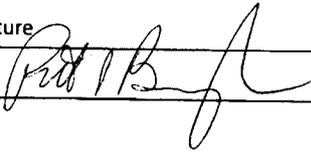
Issuer

Yucaipa American Alliance (Parallel) Fund II, L.P.

Name of Signer

Robert P. Bermingham

Signature



Title

Vice President and Secretary of the general partner of the Issuers.

Date

March 5, 2009

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

Issuer

Name of Signer

Signature

Title

Date

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

END