

006/430731

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: March 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

Lovell Minnick Equity Partners III-A LP

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization

(Select one)

Over Five Years Ago

Within Last Five Years (specify year)

2008

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

The Plaza at Continental Park

City

El Segundo

State/Province/Country

CA

Street Address 2

2141 Rosecrans Ave., Suite 5150

ZIP/Postal Code

90245

Phone No.

(310) 414-6160

Item 3. Related Persons

Last Name

Lovell Minnick Equity Advisors III LP

First Name

Middle Name

Street Address 1

The Plaza at Continental Park

Street Address 2

2141 Rosecrans Ave., Suite 5150

City

El Segundo

State/Province/Country

CA

ZIP/Postal Code

90245

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) general partner of the issuer

(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

SEC Mail Processing Section

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Washington, DC 20549

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

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Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 1,000,000.00\* (see note \*\*\* to Item 13, below)

Item 12. Sales Compensation

Recipient: Credit Suisse Securities (USA) LLC, Recipient CRD Number: 816, (Associated) Broker or Dealer: None, Street Address 1: 11 Madison Avenue, City: New York, State/Province/Country: NY, ZIP/Postal Code: 10010

States of Solicitation: [X] 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 \$ 350,000,000.00\*\* OR [ ] Indefinite
(b) Total Amount Sold \$ 120,100,000.00
(c) Total Remaining to be Sold (Subtract (a) from (b)) \$ 229,900,000.00\*\* OR [ ] Indefinite

Clarification of Response (if Necessary)

\* The issuer reserves the right to accept smaller participations.
\*\*The issuer reserves the right to offer a greater or lesser amount of limited partnership interests.

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: 13

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 \$ 568,112.07 [X] Estimate
Finders' Fees \$ 0.00 [X] 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.

\$ 42,000,000.00

Estimate

Clarification of Response (If Necessary)

Estimated aggregate amount of management fees for the first six years. The issuer will continue to pay management fees thereafter.

**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.)

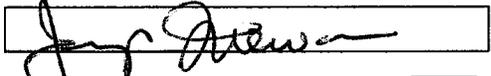
Issuer(s)

Lovell Minnick Equity Partners III-A LP

Name of Signer

Jennings J. Newcom

Signature



Title

Managing Director of FUND III UGP LLC, the general partner of Lovell Minnick Equity Advisors III LP, the general partner of the issuer

Number of continuation pages attached:

2

Date

03/11/2009

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
FUND III UGP LLC		
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	general partner of the general partner of the issuer	

Last Name	First Name	Middle Name
Lovell	Jeffrey	D.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Minnick	James	E.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Newcom	Jennings	J.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" 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
Belke	Robert	M.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Hoffman	Spencer	P.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Kang	Daniel	A.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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Last Name	First Name	Middle Name
Cochran	John	D.
Street Address 1	Street Address 2	
The Plaza at Continental Park	2141 Rosecrans Ave., Suite 5150	
City	State/Province/Country	ZIP/Postal Code
El Segundo	CA	90245
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

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