

FORM D

1339027



09037593

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	

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

Item 1. Issuer's Identity

Name of Issuer: Pinnacle China Fund, L.P.  
 Jurisdiction of Incorporation/Organization: Texas  
 Year of Incorporation/Organization (Select one):  
 Over Five Years Ago  Within Last Five Years (specify year) 2005  Yet to Be Formed  
 Previous Name(s)  None  
 PROCESSED  
 MAR 27 2009  
 THOMSON REUTERS  
 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: 4965 Preston Park Boulevard  
 City: Plano State/Province/Country: TX  
 Street Address 2: Suite 240  
 ZIP/Postal Code: 75093 Phone No.: (972) 985-2121

Item 3. Related Persons

Last Name: Pinnacle China Advisers, L.P.  
 First Name: Middle Name:  
 Street Address 1: 4965 Preston Park Boulevard  
 City: Plano State/Province/Country: TX  
 Street Address 2: Suite 240  
 ZIP/Postal Code: 75093  
 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

**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 \$1,000,000,000
- 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 \$1,00,000,000
- 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)                 |

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**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 \$ 0

Item 12. Sales Compensation

Recipient  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  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 \$  OR  Indefinite

(b) Total Amount Sold \$ 100,666,399.87

(c) Total Remaining to be Sold \$  OR  Indefinite

(Subtract (a) from (b))

Clarification of Response (if Necessary)

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Item 14. Investors

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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: N/A

Enter the total number of investors who already have invested in the offering: 72

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amount 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. \$   Estimate

Clarification of Response (if Necessary)

**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.

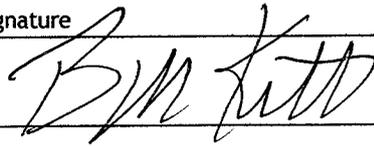
Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\*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)

Name of Signer

Signature  


Title

Date

Number of continuation pages attached:

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.

FORM D

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Pinnacle China Management, LLC		
Street Address 1	Street Address 2	
4965 Preston Park Boulevard	Suite 240	
City	State/Province/Country	ZIP/Postal Code
Plano	TX	75093
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	General Partner of the General Partner of the Issuer	

Last Name	First Name	Middle Name
Kitt China Management, LLC		
Street Address 1	Street Address 2	
4965 Preston Park Boulevard	Suite 240	
City	State/Province/Country	ZIP/Postal Code
Plano	TX	75093
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Manager of the General Partner of the General Partner of the Issuer	

Last Name	First Name	Middle Name
Kitt	Barry	M. SEC Mail Processing Section
Street Address 1	Street Address 2	
4965 Preston Park Boulevard	Suite 240	
City	State/Province/Country	ZIP/Postal Code
Plano	TX	75093
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Manager of the Manager of the General Partner of the General Partner of the Issuer	

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Last Name	First Name	Middle Name
Halter Financial Investments, L.P.		
Street Address 1	Street Address 2	
12890 Hilltop Road		
City	State/Province/Country	ZIP/Postal Code
Argyle	TX	76226
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)	Member of the General Partner of the General Partner of the Issuer	

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

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name		First Name		Middle Name
Halter Financial Investments GP, LLC				
Street Address 1		Street Address 2		
12890 Hilltop Road				
City	State/Province/Country	ZIP/Postal Code		
Argyle	TX	76226		
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter			
Clarification of Response (if Necessary)	General Partner of the Member of the General Partner of the General Partner of the Issuer			

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Last Name		First Name		Middle Name
Halter		Timothy		P.
Street Address 1		Street Address 2		
12890 Hilltop Road				
City	State/Province/Country	ZIP/Postal Code		
Argyle	TX	76226		
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter			
Clarification of Response (if Necessary)	Manager of the General Partner of the Member of the General Partner of the General Partner of the Issuer			

END