

Item 1 – Cover Page

Hancock Venture Partners, Inc.

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March 30, 2012

This Brochure provides information about the qualifications and business practices of Hancock Venture Partners, Inc. [“Hancock”]. If you have any questions about the contents of this Brochure, please contact us at 1-617-348-3644/or compliance@harbourvest.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Hancock is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Hancock also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Brochure contains certain changes from the Brochure that we filed with the SEC on March 31, 2011 (which was the last annual update of this Brochure). The only material changes that are reflected in this Brochure from the last annual update of our Brochure are as follows:

Items 7, 8, 12, 15 and 16 have been updated to reflect the dissolution of HarbourVest International Private Partners II – Direct Fund L. P. (formerly Hancock International Private Equity Partners II – Direct Fund).

Currently, our Brochure may be requested, at any time without charge, by contacting us at 1-617-348-3511 or compliance@harbourvest.com

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Item 4 – Advisory Business

Hancock acts as an investment advisor to certain venture capital or other limited partnerships with exclusive responsibility and authority for the selection of investments and the management of the fund.

In January 1997, the management team of Hancock formed a new independent management company, all employees of Hancock became owners and/or employees of HarbourVest Partners, LLC (“HarbourVest”). HarbourVest entered into a sub-advisory contract with Hancock pursuant to which the management team continued to be responsible for managing all of the funds then managed by Hancock Venture Partners, Inc. Except for providing management and monitoring services for the pre-1997 funds through its sub-advisory contract with Hancock, HarbourVest has no affiliation with Hancock. The change in ownership did not affect the management of existing client funds.

Hancock has \$ 52,465,272 in discretionary assets under management as of December 31, 2011.

Item 5 – Fees and Compensation

The Funds that we manage are in the process of winding down. We no longer charge these Funds fees except for the performance fees that are described in response to Item 6.

Item 6 – Performance-Based Fees and Side-By-Side Management

The general partners of the Funds may receive a performance fee per Fund, calculated as a share of the profits of that Fund, based on a percentage of such profits, which may vary from Fund to Fund, and which was established in negotiations with the limited partners of each Fund. The performance fee is charged in compliance with Rule 205-3 of the Investment Advisers Act of 1940. The performance fee is allocated to the capital account of the general partner of the Fund.

The limited partnership agreement for each Fund sets forth the formula for the allocation of profits and losses of such Fund. (This performance fee is a typical feature of private equity funds and is commonly referred to as “carried interest.”). Generally, the allocation formula for each Fund includes the realized gains and losses and unrealized gains and losses of securities over any given period. The limited partnership agreement for each Fund describes the method by which the assets of the Fund will be valued.

No performance fee will be allocated to the general partner of a Fund for any given period if, at the end of that period, the cumulative amount of losses of a Fund for that period and

all prior periods exceeds the cumulative amount of gains for that period and all prior periods except that, if the general partner is entitled to a performance fee with respect to gains generated only by a designated portion of the securities of a Fund, then the performance fee will be based on the gains and losses of such designated securities alone.

The allocation of carried interest to the General Partner may have created an incentive on the part of the General Partner to make investments that are more speculative than would be the case in the absence of performance-based compensation. However, this incentive may be tempered somewhat by the fact that losses will reduce the Fund's performance and thus the General Partner's carried interest.

Item 7 – Types of Clients

Hancock provides investment advice to HarbourVest Partners IV-Partnership Fund L.P. (formerly Hancock Venture Partners IV – Partnership Fund L.P.), HarbourVest International Private Partners II – Partnership Fund L.P. (formerly Hancock International Private Equity Partners II – Partnership Fund L.P.), HarbourVest International Private Partners II – Parallel Partnership Fund L.P. (formerly Hancock International Private Equity Partners II – Parallel Partnership Fund L.P.), , and Dover Street III L.P., which are limited partnerships formed to invest primarily in private equity pooled investment vehicles.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

As previously explained in Item 4 of this Brochure, Hancock maintains a sub-adviser agreement with HarbourVest as a result of the 1997 transaction in which all Hancock owners and employees became owners and employees of HarbourVest. The long-term objective of each Fund is to provide a superior investment return through a carefully selected portfolio of private equity investments. The investment strategy employed to achieve this objective is to invest in a combination of interests in other private equity limited partnerships (primary partnerships) and secondary purchases of private equity assets (secondary investments).

Primary partnerships - The evaluation typically takes into consideration many factors, including the investment acumen, leadership ability, and investment performance track record of the fund manager; the merits and sustainability of the fund's investment focus and strategy; and the economic and other contractual terms governing the fund. Due diligence activities include evaluating the performance records of previous limited partnerships, meeting with the management of the partnership, meeting with the management of portfolio companies, and holding discussions with other limited

partners of the previous and the new limited partnerships. In addition, personal and business references are checked and evaluated and normal due diligence undertaken. On an ongoing basis, HarbourVest reviews annual reports and financial statements, attends partnership annual and advisory board meetings, and has face-to-face ad hoc visits with the fund manager.

Secondary investments – HarbourVest typically conducts a bottom-up, company-by-company analysis as well as an assessment of the private equity fund manager responsible for managing the portfolio and making future investments. The HarbourVest team utilizes portfolio company information obtained from financial reports, any relevant independent reports on portfolio companies, their competitors, and their industries, and interviews with fund managers and portfolio company management teams. Increased focus is given to those companies that are likely to have the largest impact on the overall future performance of the potential investment. The information is synthesized to perform an independent valuation of the portfolio and project its expected performance in order to make appropriate investment decisions.

Short-term investments - Cash held by a Fund is temporarily invested in high quality short-term money market instruments, including Treasury bills, commercial paper, and money market accounts.

RISKS

PRIVATE EQUITY INVESTING INVOLVES SUBSTANTIAL RISKS AND, THEREFORE, SHOULD BE UNDERTAKEN ONLY BY PROSPECTIVE INVESTORS CAPABLE OF EVALUATING THE MERITS AND RISKS OF SUCH AN INVESTMENT AND BEARING THE RISKS SUCH AN INVESTMENT REPRESENTS. PRIVATE EQUITY INVESTING INVOLVES RISK OF LOSS, INCLUDING RISK OF LOSS OF THE ENTIRE INVESTMENT THAT CLIENTS SHOULD BE PREPARED TO BEAR.

Advisory Conflicts:

Hancock may consider the same investment opportunity for more than one Client as part of a single transaction or otherwise. Any such investment is allocated among Clients in a fair and equitable basis, taking into account the make-up of the investment portfolio of each fund and the amount of cash available to each Client for investment.

Individual limited partners of the Funds may have interests that differ from those of the Funds or other investors in the Funds. For example, limited partners may have conflicting investment, tax and other interests with respect to their investments in a Fund. The conflicting interests of individual limited partners may relate or arise from, among other

things, the nature of investments made by the Fund, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with the decisions made by Hancock or the general partner, including with respect to the nature or structuring of investments that may be more beneficial for one investor than for another investor, especially with respect to investors' individual tax situations. In selecting and structuring investments appropriate for the Fund, Hancock or the general partner will consider the investment and tax objectives of the Fund and its partners as a whole, not the investment, tax or other objectives of any limited partner individually.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Hancock or the integrity of Hancock's management. As all disciplinary disclosures included on Form ADV Part I, Item 11 pertain to its affiliates and not Hancock itself or its management, Hancock has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Manulife Financial Corporation is the sole owner of John Hancock Holdings (Delaware) LLC, which is the sole shareholder of The Manufacturers Investment Corporation, which is the sole shareholder of John Hancock Life Insurance Company (USA), which is the sole owner of John Hancock Subsidiaries, LLC, which in turn wholly owns, directly or indirectly, a number of subsidiaries including Hancock Venture Partners, Inc.

As noted in item 4 of this Brochure, HarbourVest serves as the sub-advisor to Hancock and HarbourVest's management team is responsible for managing all of the Funds previously managed by Hancock. (See Item 7 for complete list of Funds.) Except for providing management and monitoring services for the above noted Funds through its sub-advisory contract with Hancock, HarbourVest has no affiliation Hancock.

Item 11 – Code of Ethics

As previously explained in Item 4 of this Brochure, Hancock maintains a sub-adviser agreement with HarbourVest as a result of the 1997 transaction in which all Hancock owners and employees became owners and employees of HarbourVest. In accordance with Rule 204A-1 of the Investment Advisers Act of 1940, HarbourVest maintains a Code of

Ethics. The Code of Ethics sets forth a standard of conduct expected of all employees and addresses certain other matters including the misuse of nonpublic information, insider trading, personal trading activity and political contributions. Certain employees are also required to provide information concerning their personal securities investment activities. This information is reviewed by HarbourVest to determine if an employee's personal trading activity is inconsistent with the employee's duties to HarbourVest, Hancock or the interest of our Clients or Fund investors. The Code of Ethics reminds employees of their obligations to clients and their obligations to comply with federal securities laws. Each employee is required to acknowledge receipt of the Code of Ethics and certify compliance on an annual basis. A copy of the Code of Ethics is available to Clients and Fund investors upon request.

Item 12 – Brokerage Practices

Hancock manages accounts on a discretionary basis. The Firm uses brokers to sell public stock received in the form of stock distributions from underlying partnerships or received when a private company completes an initial public offering. When selling securities Hancock generally sells through a diversified group of brokers. Brokers are selected on the basis of best price and execution. Soft dollars arrangements are not utilized for this purpose.

Item 13 – Review of Accounts

Officers of Hancock or HarbourVest will review investment portfolio with Fund investors in accordance with the dictate of the investors but on no less than a semi-annual basis with a written report. The officers of Hancock or HarbourVest are available to meet with Fund investors more frequently if desired.

On an annual and semi-annual basis, a detailed review of the portfolio will be provided including valuations of investments, a description of investment performance, and an accounting of limited partnership interests. Statements of accounts are provided quarterly. In addition, financial statements will be audited by an independent certified public accounting firm of nationally recognized standing, where required.

Item 14 – Client Referrals and Other Compensation

Hancock has no information applicable to this item.

Item 15 – Custody

We may be deemed to have custody of the Funds' assets because we serve as general partner to the Funds. Publicly-traded stocks in a fund's portfolio are held in various brokerage accounts until sold.

Item 16 – Investment Discretion

As described in Item 5, Hancock manages Funds on a discretionary basis. The limited partnership agreement for each Fund set forth the investment guidelines. When selling securities, Hancock generally sells through brokers.

Item 17 – Voting Client Securities

In accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, Hancock has adopted Proxy Voting Policies and Procedures to address how Hancock will vote proxies on behalf of the Funds. The policy is designed to ensure that proxies are voted in the best interest of the Funds and the limited partners of the Funds, including when there may be material conflicts of interest in voting proxies. A Client or Fund investor may obtain a copy of Hancock's Proxy Voting Policies and Procedures and information about how Hancock voted proxies by sending an e-mail to client_relations@harbourvest.com.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Hancock's financial condition. Hancock has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.