

FORM ADV-W

NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

Primary Business Name: LUTETIUM CAPITAL, LP

CRD Number: 166114

ADV-W - Full, Page 1

Rev. 05/2003

2/18/2014 11:16:30 AM

Form ADV-W

You must complete this Form ADV-W to withdraw your investment adviser registration with the SEC or one or more state securities administrators. We use the term "you" to refer to the investment adviser withdrawing from registration, regardless of whether the adviser is a sole proprietor, a partnership, a corporation, or another form of organization.

WARNING: Complete this form truthfully. False statements or omissions may result in administrative, civil or criminal action against you.

Status

If you are filing for full withdrawal, you must complete all items of this Form ADV-W. If you are filing for partial withdrawal, follow the instructions below for the type of partial withdrawal you are filing.

If you are filing for partial withdrawal, indicate the jurisdiction from which you are withdrawing your investment adviser registration (or application for registration):

(a) ☒ The SEC:

Check this box if you are withdrawing your SEC registration and switching to state registration, or if you are withdrawing your application for SEC registration. If you check this box (a), you must complete only this Status Section, Items 1A through 1D, and the Execution Section. Do not complete Item 1E and Items 2 through 8.

(b) The state(s) for which the box(es) below are checked:

☐ AL
☐ AK
☐ AZ
☐ AR
☐ CA
☐ CO
☐ CT
☐ DE
☐ DC
☐ FL
☐ GA

☐ ID
☐ IL
☐ IN
☐ IA
☐ KS
☐ KY
☐ LA
☐ ME
☐ MD
☐ MA
☐ MI

☐ MO
☐ MT
☐ NE
☐ NV
☐ NH
☐ NJ
☐ NM
☐ NY
☐ NC
☐ ND
☐ OH

☐ PA
☐ PR
☐ RI
☐ SC
☐ SD
☐ TN
☐ TX
☐ UT
☐ VT
☐ VI
☐ VA

☐ GU
☐ HI

☐ MN
☐ MS

☐ OK
☐ OR

☐ WA
☐ WV
☐ WI

If you check this box (b), you must complete all items of this Form ADV-W.

Item 1 Identifying Information

A. Your full legal name (if you are a sole proprietor, your last, first, and middle names):

LUTETIUM CAPITAL, LP

The name you enter here must be the same as the name you entered on your last amended Form ADV. Do not report a name change on this Form ADV-W.

FORM ADV-W NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

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CRD Number: 166114

ADV-W - Full, Page 2

Rev. 05/2003

2/18/2014 11:16:30 AM

Item 1 Identifying Information (Continued)

B. Your SEC file number (if you are registered with the SEC as an investment adviser):

801- 78739

C. Your CRD number (if you have a number ("CRD number") assigned by FINRA's CRD system):

166114

If you do not have a CRD number, skip this Item 1C. Do not provide the CRD number of one of your officers, employees, or affiliates.

D. Name and business address of contact *employee*:

Name:

JOHN DYMENT

Number and Street 1:

METRO CENTER

City:

STAMFORD

Telephone Number:

203-717-0322

Electronic mail (e-mail) address, if contact *employee* has one:

JDYMENT@71CAP.COM

The contact employee should be an employee (not outside counsel) who is authorized to receive information and respond to questions about this Form ADV-W.

E. *Principal Office and Place of Business:*

Address (do not use a P.O. Box):

Number and Street 1:

METRO CENTER

Title:

CHIEF OPERATING OFFICER

Number and Street 2:

ONE STATION PLACE

State:

CT

Country:

UNITED STATES

ZIP+4/Postal Code:

06902

Number and Street 2:

ONE STATION PLACE

City:	State:	Country:	ZIP+4/Postal Code:
STAMFORD	CT	UNITED STATES	06902
Telephone Number:			
203-717-0300			

If this address is a private residence, check this box: ☐

Item 2 Status of Advisory Business

	Yes	No
A. Have you ceased conducting advisory business in the jurisdictions from which you are withdrawing?	<input type="radio"/>	<input checked="" type="radio"/>
If yes, provide the date you ceased conducting advisory business in the jurisdictions checked in the status section, above:	Date MM/DD/YYYY	

If you ceased conducting advisory business in these jurisdictions on different dates, you must submit a different Form ADV-W for each different date on which you ceased conducting advisory business.

B. Reasons for withdrawal:

Other

Other:

THE ADVISER HAS NEVER RECEIVED COMPENSATION FOR PROVIDING INVESTMENT ADVICE, AND THEREFORE, NEVER COMMENCED ITS INVESTMENT ADVISORY BUSINESS (SEE RESPONSE TO ITEM 2A ABOVE INDICATING WE HAVE NOT CEASED AN INVESTMENT ADVISORY BUSINESS BECAUSE NONE EVER COMMENCED) AND IS NOT REQUIRED TO BE REGISTERED.

FORM ADV-W NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

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CRD Number: 166114

ADV-W - Full, Page 3

Rev. 05/2003

2/18/2014 11:16:30 AM

Item 3 Custody

	YES	NO
Do you or a <i>related person</i> have <i>custody</i> of <i>client</i> assets?	<input type="radio"/>	<input checked="" type="radio"/>
If yes, provide the following information:		
A. Number of <i>clients</i> for whom you have <i>custody</i> of cash or securities:		
B. Amount of <i>clients'</i> cash for which you have <i>custody</i> :	\$.00
C. Market value of <i>clients'</i> securities for which you have <i>custody</i> :	\$.00
D. Market value of assets other than cash or securities for which you have <i>custody</i> :	\$.00

Item 4 Money Owed to Clients

Yes	No
<input type="radio"/>	<input checked="" type="radio"/>

Have you (i) received any advisory fees for investment advisory services or publications that you have not rendered or delivered; or (ii) borrowed any money from *clients* that you have not repaid?

Do not include in your response to this Item 4 any client funds for which you have custody and that you have included in your response to Item 3.

If yes, provide the following information:

A. Amount of money owed to <i>clients</i> for prepaid fees or subscriptions:	\$.00
B. Amount of money owed to <i>clients</i> for borrowed funds:	\$.00

Item 5 Advisory Contracts

A. Have you assigned any of your investment advisory contracts to another <i>person</i> ?	Yes No
	<input type="radio"/> <input checked="" type="radio"/>

If yes, provide the following information:	Yes No
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B. Did you obtain the consent of each <i>client</i> prior to the assignment of the <i>client's</i> contract? <i>Client consent can be obtained through an actual consent, or can be inferred through the use of a negative consent.</i>	<input type="radio"/> <input type="radio"/>
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If you answered "yes" to Item 5A, list on Section 5 of Schedule W1 each *person* to whom you have assigned any of your investment advisory contracts. You must complete a separate Schedule W1 for each *person* to whom you have assigned any of your advisory contracts.

Item 6 Judgments and Liens

Are there any unsatisfied judgments or liens against you?	Yes No
	<input type="radio"/> <input checked="" type="radio"/>

Item 7 Statement of Financial Condition

If you answered yes to Items 3, 4, or 6, you must complete Schedule W2, disclosing the nature and amount of your assets and liabilities and your net worth as of the last day of the month prior to the filing of this Form ADV-W.

FORM ADV-W

NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

Primary Business Name: LUTETIUM CAPITAL, LP

CRD Number: 166114

ADV-W - Full, Page 4

Rev. 05/2003

2/18/2014 11:16:30 AM

Item 8 Books and Records

This item requires you to list (i) the name and address of each *person* who has or will have custody or possession of your books and records; and (ii) each location at which any of your books and records

are or will be kept. You must list this information on Schedule W1, and you must complete a separate Schedule W1 for each *person* who has or will have custody of your books and records at each location. The instructions to Form ADV-W contain additional information and examples to assist you in responding to Item 8.

NOTE: Section 204 of the Advisers Act, or similar state law, requires you to preserve your books and records after you have withdrawn from registration.

Execution

I, the undersigned, have signed this Form ADV-W on behalf of, and with the authority of, the adviser withdrawing its registration. The adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this Form ADV-W, including exhibits and any other information submitted, are true. I further certify that the adviser's books and records will be preserved and available for inspection as required by law, and that all information previously submitted on Form ADV is accurate and complete as of this date. I understand that if any information contained in items 1D or 1E of this Form ADV-W is different from the information contained on Form ADV, the information on this Form ADV-W will replace the corresponding entry on the adviser's Form ADV composite available through IARD. Finally, I authorize any *person* having custody or possession of these books and records to make them available to authorized regulatory representatives.

Signature:

Date:

02/18/2014

Printed Name:

Title:

JOHN DYMENT

CHIEF COMPLIANCE OFFICER

FORM ADV-W NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

Primary Business Name: LUTETIUM CAPITAL, LP

CRD Number: 166114

ADV-W - Full, Schedule W1

Rev. 05/2003

2/18/2014 11:16:30 AM

Form ADV-W, Schedule W-1

Certain items in Form ADV-W may require additional information on this Schedule W1. Use this Schedule W1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

Section 5 Other Investment Advisory Contract Assignments

Complete the following information for each *person* to whom you have assigned any advisory contract. You must complete a separate Schedule W1 for each *person* to whom you have assigned an advisory contract.

No Information Filed

Section 8 Books and Records

Persons With Custody or Possession of the Books and Records Kept at the Location Described Below.

Complete the following information for the *person* that has or will have custody or possession of the

books and records kept at the location described in this Section 8 of this Schedule. You must complete a separate Schedule W1 for each *person* that has or will have custody of any of your books and records. If the *person* you list below has or will have custody of any of your books and records at any other location, you must complete separate Schedule(s) W1 listing this *person* and each other location of your books and records.

Name:

JOHN DYMENT

Number and Street 1:

METRO CENTER

Number and Street 2:

ONE STATION PLACE

City:

STAMFORD

State:

CT

Country:

UNITED STATES

ZIP+4/Postal Code:

06902

Telephone Number:

203-717-0322

If this address is a private residence, check this box: ☐

Location of the Books and Records of Which the *Person* Listed in this Schedule W1 Has Custody or Possession.

Complete the following information for the location where the books and records of which the *person* listed in this Section 8 of this Schedule has or will have custody or possession. You must complete a separate Schedule W1 for each location at which your records are or will be kept. If any other *person* has or will have custody or possession of any of the books and records at the location described below, you must complete separate Schedule(s) W1 listing this location and each other *person* that has or will have custody of your books and records.

Name:

CITCO (CANADA) INC.

Number and Street 1:

2 BLOOR STREET EAST

Number and Street 2:

SUITE 2700

City:

TORONTO

State:

Country:

CANADA

ZIP+4/Postal Code:

M4W 1A8

Telephone Number:

416 969 6700

If this address is a private residence, check this box: ☐

Briefly describe the books and records kept at this location.

AS FUND SUB-ADMINISTRATOR, CITCO (CANADA) INC. WILL MAINTAIN PROSPECTIVE FUND INVESTOR REGISTERS AND INVESTOR SUBSCRIPTION DOCUMENTATION, INCLUDING DOCUMENTATION RELATING TO AML COMPLIANCE VERIFICATIONS.

Persons With Custody or Possession of the Books and Records Kept at the Location Described Below.

Complete the following information for the *person* that has or will have custody or possession of the books and records kept at the location described in this Section 8 of this Schedule. You must complete a separate Schedule W1 for each *person* that has or will have custody of any of your books and records. If the *person* you list below has or will have custody of any of your books and records at any other location, you must complete separate Schedule(s) W1 listing this *person* and each other location of your books and records.

Name:

JOHN DYMENT

Number and Street 1:

METRO CENTER

Number and Street 2:

ONE STATION PLACE

City:

STAMFORD

State:

CT

Country:

UNITED STATES

ZIP+4/Postal Code:

06902

Telephone Number:

203-717-0322

If this address is a private residence, check this box: ☐

Location of the Books and Records of Which the *Person* Listed in this Schedule W1 Has Custody or Possession.

Complete the following information for the location where the books and records of which the *person* listed in this Section 8 of this Schedule has or will have custody or possession. You must complete a separate Schedule W1 for each location at which your records are or will be kept. If any other *person* has or will have custody or possession of any of the books and records at the location described below, you must complete separate Schedule(s) W1 listing this location and each other *person* that has or will have custody of your books and records.

Name:

CITCO FUND SERVICES (CAYMAN ISLANDS)
LIMITED

Number and Street 1:

89 NEXUS WAY

Number and Street 2:

CAMANA BAY

City:

GRAND CAYMAN

State:

Country:

CAYMAN ISLANDS

ZIP+4/Postal Code:

KY1-1205

Telephone Number:

345-949-3977

If this address is a private residence, check this box: ☐

Briefly describe the books and records kept at this location.

AS FUND ADMINISTRATOR, CITCO FUND SERVICES (CAYMAN ISLANDS) LIMITED MAY MAINTAIN CERTAIN BOOKS AND RECORDS RELATING TO PROSPECTIVE CLIENT FUNDS.

Persons With Custody or Possession of the Books and Records Kept at the Location Described Below.

Complete the following information for the *person* that has or will have custody or possession of the books and records kept at the location described in this Section 8 of this Schedule. You must complete a separate Schedule W1 for each *person* that has or will have custody of any of your books and records. If the *person* you list below has or will have custody of any of your books and records at any other location, you must complete separate Schedule(s) W1 listing this *person* and each other location of your books and records.

Name:

JOHN DYMENT

Number and Street 1:

METRO CENTER

Number and Street 2:

ONE STATION PLACE

City:

STAMFORD

State:

CT

Country:

UNITED STATES

ZIP+4/Postal Code:

06902

Telephone Number:

203-717-0322

If this address is a private residence, check this box: ☐

Location of the Books and Records of Which the *Person* Listed in this Schedule W1 Has Custody or Possession.

Complete the following information for the location where the books and records of which the *person* listed in this Section 8 of this Schedule has or will have custody or possession. You must complete a separate Schedule W1 for each location at which your records are or will be kept. If any other *person* has or will have custody or possession of any of the books and records at the location described below, you must complete separate Schedule(s) W1 listing this location and each other *person* that has or will have custody of your books and records.

Name:

CITCO FUND SERVICES (USA) INC.

Number and Street 1:

3 SECOND STREET

Number and Street 2:

HARBORSIDE PLAZA 10

City:

JERSEY CITY

State:

NJ

Country:

UNITED STATES

ZIP+4/Postal Code:

07311

Telephone Number:

201-793-5500

If this address is a private residence, check this box: ☐

Briefly describe the books and records kept at this location.

AS FUND SUB-ADMINISTRATOR TO CERTAIN PROSPECTIVE FUND CLIENTS, CITCO FUND SERVICES (USA) INC. MAINTAINS CERTAIN BOOKS AND RECORDS RELATING TO PROSPECTIVE FUND CLIENTS INCLUDING DOCUMENTS PERTAINING TO MIDDLE OFFICE AND ACCOUNTING SUPPORT; PORTFOLIO RECONCILIATION AND NET ASSET VALUE CALCULATION.

Persons With Custody or Possession of the Books and Records Kept at the Location Described Below.

Complete the following information for the *person* that has or will have custody or possession of the books and records kept at the location described in this Section 8 of this Schedule. You must complete a separate Schedule W1 for each *person* that has or will have custody of any of your books and records. If the *person* you list below has or will have custody of any of your books and records at any other location, you must complete separate Schedule(s) W1 listing this *person* and each other location of your books and records.

Name:

JOHN DYMENT

Number and Street 1:

METRO CENTER

Number and Street 2:

ONE STATION PLACE

City:

STAMFORD

State:

CT

Country:

UNITED STATES

ZIP+4/Postal Code:

06902

Telephone Number:

203-717-0322

If this address is a private residence, check this box: ☐

Location of the Books and Records of Which the *Person* Listed in this Schedule W1 Has Custody or Possession.

Complete the following information for the location where the books and records of which the *person* listed in this Section 8 of this Schedule has or will have custody or possession. You must complete a separate Schedule W1 for each location at which your records are or will be kept. If any other *person* has or will have custody or possession of any of the books and records at the location described below,

you must complete separate Schedule(s) W1 listing this location and each other *person* that has or will have custody of your books and records.

Name:

LUTETIUM CAPITAL, LP

Number and Street 1:

METRO CENTER

Number and Street 2:

ONE STATION PLACE

City:

STAMFORD

State:

CT

Country:

UNITED STATES

ZIP+4/Postal Code:

06902

Telephone Number:

203-717-0322

If this address is a private residence, check this box: ☐

Briefly describe the books and records kept at this location.

THE BOOKS AND RECORDS REQUIRED TO BE MAINTAINED PURSUANT TO RULE 204-2 OF THE INVESTMENT ADVISERS ACT.

FORM ADV-W

NOTICE OF WITHDRAWAL FROM REGISTRATION AS AN INVESTMENT ADVISER

Primary Business Name: LUTETIUM CAPITAL, LP

CRD Number: 166114

ADV-W - Full, Schedule W2

Rev. 05/2003

2/18/2014 11:16:30 AM

Schedule W2 Statement of Financial Condition

If you answered "yes" to Items 3, 4, or 6 of Form ADV-W, you are required to complete this Schedule W2. This balance sheet must be prepared in accordance with generally accepted accounting principles, but need not be audited.

No Information Filed

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