

IRONGATE MISSION PARTNERS, LLC

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 10/16/18

Address	C/O IRONGATE CAPITAL ADVISORS, 54 WEST 40TH STREET NEW YORK, NY, 10018
Telephone	646-817-6366
CIK	0001755399
Fiscal Year	12/31

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076 Estimated Average burden hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Name(s) <input checked="" type="checkbox"/> None	Entity Type
0001755399		<input type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
IronGate Mission Partners, LLC		<input checked="" type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
		<input type="checkbox"/> Other

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) 2018

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer			
IronGate Mission Partners, LLC			
Street Address 1		Street Address 2	
C/O IRONGATE CAPITAL ADVISORS,		54 WEST 40TH STREET	
City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
NEW YORK	NEW YORK	10018	646-817-6366

3. Related Persons

Last Name	First Name	Middle Name
IronGate Principal Holdings, LLC -		
Street Address 1	Street Address 2	
c/o IronGate Capital Advisors	54 West 40th Street	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10018
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Manager of the Issuer		

Last Name	First Name	Middle Name
McCoy	Tidal	
Street Address 1	Street Address 2	
c/o IronGate Capital Advisors	54 West 40th Street	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10018
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Magliochetti	Andrew	
Street Address 1	Street Address 2	
c/o IronGate Capital Advisors	54 West 40th Street	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10018
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Morfin	Ryan	
Street Address 1	Street Address 2	
c/o IronGate Capital Advisors	54 West 40th Street	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10018
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Yousef	Hamlet	
Street Address 1	Street Address 2	
c/o IronGate Capital Advisors	54 West 40th Street	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10018
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☒ Pooled Investment Fund

☐ Hedge Fund

☐ Other Investment Fund

☒ Private Equity Fund

☐ Venture Capital 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

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ 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

5. Issuer Size

Revenue Range

☐ 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

Aggregate Net Asset Value Range

☐ 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

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | | | | | | | | | | | | | | |
|--|---|---|--|--|---|--|---|--|---|--|---|--|---|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 | | | | | | | | | | | | | | |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506(b) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Rule 506(c) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Securities Act Section 4(a)(5) | | | | | | | | | | | | | | |
| | <input checked="" type="checkbox"/> Investment Company Act Section 3(c) | | | | | | | | | | | | | | |
| | <table border="0"><tr><td><input checked="" type="checkbox"/> Section 3(c)(1)</td><td><input type="checkbox"/> Section 3(c)(9)</td></tr><tr><td><input type="checkbox"/> Section 3(c)(2)</td><td><input type="checkbox"/> Section 3(c)(10)</td></tr><tr><td><input type="checkbox"/> Section 3(c)(3)</td><td><input type="checkbox"/> Section 3(c)(11)</td></tr><tr><td><input type="checkbox"/> Section 3(c)(4)</td><td><input type="checkbox"/> Section 3(c)(12)</td></tr><tr><td><input type="checkbox"/> Section 3(c)(5)</td><td><input type="checkbox"/> Section 3(c)(13)</td></tr><tr><td><input type="checkbox"/> Section 3(c)(6)</td><td><input type="checkbox"/> Section 3(c)(14)</td></tr><tr><td><input type="checkbox"/> Section 3(c)(7)</td><td></td></tr></table> | <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) | <input type="checkbox"/> Section 3(c)(7) | |
| <input checked="" type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) | | | | | | | | | | | | | | |
| <input type="checkbox"/> Section 3(c)(7) | | | | | | | | | | | | | | | |

7. Type of Filing

- ☒ New Notice Date of First Sale **2018-10-03** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☒ Yes ☐ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests | <input type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

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)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **50000** USD

12. Sales Compensation

Recipient		Recipient CRD Number	<input type="checkbox"/>	None
Cabot Lodge Securities LLC		159712		
(Associated) Broker or Dealer	<input checked="" type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
Street Address 1		Street Address 2		
200 VESEY STREET		24TH FLOOR		
City		State/Province/Country		ZIP/Postal Code
NEW YORK		NEW YORK		10281
State(s) of Solicitation	<input checked="" type="checkbox"/>	All States	<input type="checkbox"/>	Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount	\$	5000000	USD	<input type="checkbox"/>	Indefinite
Total Amount Sold	\$	600000	USD		
Total Remaining to be Sold	\$	4400000	USD	<input type="checkbox"/>	Indefinite

Clarification of Response (if Necessary)

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors,
Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 1

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$	18000	USD	<input checked="" type="checkbox"/>	Estimate
Finders' Fees	\$	0	USD	<input type="checkbox"/>	Estimate

Clarification of Response (if Necessary)

The Issuer shall pay the Placement Agent for its services a fee (the "Placement Fee"), equal to up to ten percent (10%) of the investment capital made to the Issuer by any Investor in the Offering whose subscription is accepted by the Issuer.

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.

\$	0	USD	<input type="checkbox"/>	Estimate
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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 clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above 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, 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 it 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 Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above 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.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
IronGate Mission Partners, LLC	/s/ Andrew Magliochetti	Andrew Magliochetti	Managing Member of the Issuer's Manager	2018-10-16