

QUEST VENTURE PARTNERS FUND II ANNEX FUND, L.P.

FORM D/A

(Amended Small Company Offering and Sale of Securities Without Registration)

Filed 10/18/19

Address	540 COWPER STREET, SUITE 201 PALO ALTO, CA, 94304
Telephone	(650) 843-5000
CIK	0001751461
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)

0001751461

Previous Name(s) ☒ None

Name of Issuer

Quest Venture Partners Fund II
Annex Fund, L.P.

Jurisdiction of
Incorporation/Organization

DELAWARE

Entity Type

☐

Corporation

☒

Limited Partnership

☐

Limited Liability Company

☐

General Partnership

☐

Business Trust

☐

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

Quest Venture Partners Fund II Annex Fund, L.P.

Street Address 1

540 COWPER STREET, SUITE 201

Street Address 2

City

PALO ALTO

State/Province/Country

CALIFORNIA

ZIP/Postal Code

94301

Phone No. of Issuer

(415) 425-6828

3. Related Persons

Last Name	First Name	Middle Name
Quest Venture Partners GP Fund II, LLC	n/a	
Street Address 1	Street Address 2	
540 Cowper Street, Suite 201		
City	State/Province/Country	ZIP/Postal Code
Palo Alto	CALIFORNIA	94301
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
General Partner of the Issuer (the "General Partner")		

Last Name	First Name	Middle Name
Ogawa	Andrew	
Street Address 1	Street Address 2	
540 Cowper Street, Suite 201		
City	State/Province/Country	ZIP/Postal Code
Palo Alto	CALIFORNIA	94301
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
Managing Director of the General Partner		

Last Name	First Name	Middle Name
Ogawa	Marcus	
Street Address 1	Street Address 2	
540 Cowper Street, Suite 201		
City	State/Province/Country	ZIP/Postal Code
Palo Alto	CALIFORNIA	94301
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
Managing Director of the General Partner		

Last Name	First Name	Middle Name
't Hooft	Maarten	
Street Address 1	Street Address 2	
540 Cowper Street, Suite 201		
City	State/Province/Country	ZIP/Postal Code
Palo Alto	CALIFORNIA	94301
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director
<input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		
Managing Director of the General Partner		

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) |
| | <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 checked="" type="checkbox"/> Section 3(c)(7) |

7. Type of Filing

- | | | |
|---|--------------------------------------|--|
| <input type="checkbox"/> New Notice | Date of First Sale 2018-09-14 | <input type="checkbox"/> First Sale Yet to Occur |
| <input checked="" type="checkbox"/> 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 **\$ 0 USD**

12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	
		<input type="checkbox"/>	None		
Street Address 1		Street Address 2			
City		State/Province/Country		ZIP/Postal Code	
State(s) of Solicitation		<input type="checkbox"/>	All States		

13. Offering and Sales Amounts

Total Offering Amount

\$ 5300000 USD

☐ Indefinite

Total Amount Sold

\$ 5300000 USD

Total Remaining to be Sold

\$ 0 USD

☐ 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:

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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

\$ 0 USD

☐ Estimate

Finders' Fees

\$ 0 USD

☐ Estimate

Clarification of Response (if Necessary)

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

☐ 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 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
Quest Venture Partners Fund II Annex Fund, L.P.	/s/ Maarten 't Hooft	Maarten 't Hooft	Managing Director of the General Partner	2019-10-18