

KNIGHTHEAD DOMESTIC FUND, LP

FORM D/A

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

Filed 12/03/21

Address KNIGHTHEAD CAPITAL MANAGEMENT, LLC
 1140 AVENUE OF THE AMERICAS, 12TH FLOOR
 NEW YORK, NY, 10036
Telephone 212-356-2900
 CIK 0001438287

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 type="checkbox"/> None | Entity Type |
| 0001438287 | KNIGHTHEAD DOMESTIC FUND LP | <input type="checkbox"/> Corporation |
| Name of Issuer | | <input checked="" type="checkbox"/> Limited Partnership |
| KNIGHTHEAD DOMESTIC FUND, LP | | <input 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)

☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

| | | | |
|------------------------------------|------------------------|----------------------------------|---------------------|
| Name of Issuer | | | |
| KNIGHTHEAD DOMESTIC FUND, LP | | | |
| Street Address 1 | | Street Address 2 | |
| KNIGHTHEAD CAPITAL MANAGEMENT, LLC | | 280 Park Avenue, 22nd Floor East | |
| City | State/Province/Country | ZIP/Postal Code | Phone No. of Issuer |
| NEW YORK | NEW YORK | 10017 | 212-356-2900 |

3. Related Persons

| | | |
|--|---|---|
| Last Name | First Name | Middle Name |
| Knighthead GP, LLC | -- | -- |
| Street Address 1 | Street Address 2 | |
| 280 Park Avenue | 22nd Floor East | |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10017 |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) | | |
| General Partner | | |

| | | |
|--|---|---|
| Last Name | First Name | Middle Name |
| Knighthead Capital Management, LLC | -- | -- |
| Street Address 1 | Street Address 2 | |
| 280 Park Avenue | 22nd Floor East | |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10017 |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) | | |
| Investment Manager | | |

| | | |
|---|---|---|
| Last Name | First Name | Middle Name |
| Cohen | Ara | |
| Street Address 1 | Street Address 2 | |
| Knighthead Capital Management, LLC | 105 South Narcissus Avenue | |
| City | State/Province/Country | ZIP/Postal Code |
| West Palm Beach | FLORIDA | 33401 |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) | | |
| Mr. Cohen is a managing member of each of the General Partner and the Investment Manager. | | |

| | | |
|--|---|---|
| Last Name | First Name | Middle Name |
| Wagner | Thomas | |
| Street Address 1 | Street Address 2 | |
| Knighthead Capital Management, LLC | 280 Park Avenue, 22nd Floor East | |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10017 |
| Relationship: | <input checked="" type="checkbox"/> Executive Officer | <input type="checkbox"/> Director <input type="checkbox"/> Promoter |
| Clarification of Response (if Necessary) | | |
| Mr. Wagner is a managing member of each of the General Partner and the Investment Manager. | | |

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)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504 (b)(1)(i)
- ☐ Rule 504 (b)(1)(ii)
- ☐ Rule 504 (b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506(b)
- ☐ Rule 506(c)
- ☐ Securities Act Section 4(a)(5)
- ☒ Investment Company Act Section 3(c)
- ☐ Section 3(c)(1)

☐ Section 3(c)(9)
- ☐ Section 3(c)(2)

☐ Section 3(c)(10)
- ☐ Section 3(c)(3)

☐ Section 3(c)(11)
- ☐ Section 3(c)(4)

☐ Section 3(c)(12)
- ☐ Section 3(c)(5)

☐ Section 3(c)(13)
- ☐ Section 3(c)(6)

☐ Section 3(c)(14)
- ☒ Section 3(c)(7)

7. Type of Filing

- ☐ New Notice
- Date of First Sale 2008-06-01
- ☐ 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)

- ☒ Pooled Investment Fund Interests
- ☒ Equity
- ☐ Tenant-in-Common Securities
- ☐ Debt
- ☐ Mineral Property Securities
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ 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

\$ 5000000 USD

12. Sales Compensation

| | | | | | |
|---------------------------------|--|-------------------------------------|----------------|--|------|
| Recipient | | Recipient CRD Number | | <input type="checkbox"/> | None |
| General Wellington Capital, LLC | | 282139 | | | |
| (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 | | | |
| 295 Madison Avenue, 43rd floor | | | | | |
| City | State/Province/Country | ZIP/Postal Code | | | |
| New York | NEW YORK | 10017 | | | |
| State(s) of Solicitation | <input checked="" type="checkbox"/> All States | <input type="checkbox"/> | Foreign/Non-US | | |

13. Offering and Sales Amounts

| | | | |
|----------------------------|------------------|-------------------------------------|------------|
| Total Offering Amount | \$ USD | <input checked="" type="checkbox"/> | Indefinite |
| Total Amount Sold | \$ 905411257 USD | | |
| Total Remaining to be Sold | \$ USD | <input checked="" 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: 176

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 | <input checked="" type="checkbox"/> | Estimate |
| Finders' Fees | \$ 0 USD | <input checked="" type="checkbox"/> | 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)

The Investment Manager receives a fixed fee as provided in the Issuer's offering documents.

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 |
|------------------------------|-------------------|----------------|--|------------|
| KNIGHTHEAD DOMESTIC FUND, LP | /s/ Laura Torrado | Laura Torrado | General Counsel of the General Partner | 2021-12-03 |