

VIP V S.C.SP.

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 09/28/22

Telephone 352 26 49 58 42 13
CIK 0001947864
Fiscal Year 12/31

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

OMB APPROVAL
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FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001947864

Previous Name(s) ☒ None

Name of Issuer

VIP V S.C.Sp.

Jurisdiction of
Incorporation/Organization

LUXEMBOURG

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) 2022
☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

VIP V S.C.Sp.

Street Address 1

21, RUE PHILIPPE II

Street Address 2

City

LUXEMBOURG

State/Province/Country

LUXEMBOURG

ZIP/Postal Code

L-2340

Phone No. of Issuer

352 27 86 64 71

3. Related Persons

Last Name	First Name	Middle Name
Bulger	Christopher	Arthur
Street Address 1	Street Address 2	
105 Wigmore Street		
City	State/Province/Country	ZIP/Postal Code
London	UNITED KINGDOM	W1U 1QY
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
Director of the Class A Manager of the general partner of the Issuer		

Last Name	First Name	Middle Name
Dumont	Gaetan	
Street Address 1	Street Address 2	
21 rue Philippe II		
City	State/Province/Country	ZIP/Postal Code
Luxembourg	LUXEMBOURG	L-2340
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
Class B Manager of the general partner of the Issuer		

Last Name	First Name	Middle Name
Him	Fanny	
Street Address 1	Street Address 2	
21 rue Philippe II		
City	State/Province/Country	ZIP/Postal Code
Luxembourg	LUXEMBOURG	L-2340
Relationship:	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		
Class B Manager of the general partner of the Issuer		

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
- ☒ 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

\$ 0 USD

12. Sales Compensation

Recipient		Recipient CRD Number	<input type="checkbox"/>	None
Credit Suisse Securities (USA) LLC		816		
(Associated) Broker or Dealer	<input type="checkbox"/>	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/>	None
Credit Suisse Securities (USA) LLC		816		
Street Address 1		Street Address 2		
11 Madison Avenue				
City		State/Province/Country		ZIP/Postal Code
New York		NEW YORK		10010
State(s) of Solicitation	<input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US		

Recipient		Recipient CRD Number	<input type="checkbox"/>	None
Monument Group, Inc.		36399		
(Associated) Broker or Dealer	<input checked="" type="checkbox"/>	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/>	None
	None			
Street Address 1		Street Address 2		
500 Boylston Street, Suite 1150				
City		State/Province/Country		ZIP/Postal Code
Boston		MASSACHUSETTS		02116
State(s) of Solicitation	<input checked="" type="checkbox"/> All States	<input checked="" type="checkbox"/> Foreign/Non-US		

13. Offering and Sales Amounts

Total Offering Amount	\$ USD	<input checked="" type="checkbox"/>	Indefinite
Total Amount Sold	\$ 0 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: 0

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)

Placement agents have been retained and will be apportioned a percentage of commitments received by the Fund.

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 checked="" type="checkbox"/> Estimate
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Clarification of Response (if Necessary)

The general partner (or an affiliate) of the Issuer is entitled to a priority share of Fund profits and carried interest and the manager is entitled to a management fee, details of which are fully discussed in the Issuer's confidential offering materials

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: 1/2 (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
VIP V S.C.Sp.	Fanny Him	Fanny Him	Class B Manager (eq. to Director) of the GP of the Issuer	2022-09-26