

# **ELECTRON NEW ENERGY FUND, L.P.**

## **FORM D/A**

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

Filed 01/13/25

Address	10 EAST 53RD STREET 19TH FLOOR NEW YORK, NY, 10022
Telephone	212-554-1800
CIK	0002004220
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)

0002004220

Previous Name(s)  None

Name of Issuer

Electron New Energy 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) 2023  
 Yet to Be Formed

### 2. Principal Place of Business and Contact Information

Name of Issuer

Electron New Energy Fund, L.P.

Street Address 1

10 EAST 53RD STREET, 19TH FLOOR

Street Address 2

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
NEW YORK	NEW YORK	10022	212-554-1800

### 3. Related Persons

Last Name First Name Middle Name  
**Electron Infrastructure GP, LLC** N/A

Street Address 1 Street Address 2  
**10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York** **NEW YORK** **10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**The general partner of the Issuer.**

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Last Name First Name Middle Name  
**Electron Capital Partners, LLC** N/A

Street Address 1 Street Address 2  
**10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York** **NEW YORK** **10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**The investment manager of the Issuer.**

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Last Name First Name Middle Name  
**Zhou** **Ran**

Street Address 1 Street Address 2  
**c/o Electron Infrastructure GP, LLC** **10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York** **NEW YORK** **10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Mr. Zhou is the Managing Partner and Chief Investment Officer of the Issuer.**

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Last Name First Name Middle Name  
**Choi** **Neil**

Street Address 1 Street Address 2  
**c/o Electron Infrastructure GP, LLC** **10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York** **NEW YORK** **10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Mr. Choi is a Partner and Portfolio Manager of the Issuer.**

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Last Name First Name Middle Name  
**Zheng Jeff**

Street Address 1 Street Address 2  
**c/o Electron Infrastructure GP, LLC 10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York NEW YORK 10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Mr. Zheng is a Partner and Senior Analyst of the Issuer.**

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Last Name First Name Middle Name  
**Shaver James**

Street Address 1 Street Address 2  
**c/o Electron Infrastructure GP, LLC 10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York NEW YORK 10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Mr. Shaver is a Partner and Senior Advisor of the Issuer.**

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Last Name First Name Middle Name  
**Keller Aaron**

Street Address 1 Street Address 2  
**c/o Electron Infrastructure GP, LLC 10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York NEW YORK 10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Mr. Keller is the Chief Financial Officer and Head of Operations of the Issuer.**

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Last Name First Name Middle Name  
**Zaffiro Greg**

Street Address 1 Street Address 2  
**c/o Electron Infrastructure GP, LLC 10 East 53rd Street, 19th Floor**

City State/Province/Country ZIP/Postal Code  
**New York NEW YORK 10022**

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)  
**Mr. Zaffiro is a Partner and Head of Marketing and Investor Relations of the Issuer.**

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## 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 type="checkbox"/> Section 3(c)(1)                                |
|  | <input type="checkbox"/> Section 3(c)(2)                                |
|  | <input type="checkbox"/> Section 3(c)(3)                                |
|  | <input type="checkbox"/> Section 3(c)(4)                                |
|  | <input type="checkbox"/> Section 3(c)(5)                                |
|  | <input type="checkbox"/> Section 3(c)(6)                                |
|  | <input checked="" type="checkbox"/> Section 3(c)(7)                     |
|  | <input type="checkbox"/> Section 3(c)(9)                                |
|  | <input type="checkbox"/> Section 3(c)(10)                               |
|  | <input type="checkbox"/> Section 3(c)(11)                               |
|  | <input type="checkbox"/> Section 3(c)(12)                               |
|  | <input type="checkbox"/> Section 3(c)(13)                               |
|  | <input type="checkbox"/> Section 3(c)(14)                               |

## 7. Type of Filing

- New Notice      Date of First Sale **2024-01-01**       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)

- |  |   |
|--|---|
| <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  None

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

State(s) of Solicitation  All States

### 13. Offering and Sales Amounts

Total Offering Amount                    \$    USD                     Indefinite  
Total Amount Sold                        \$ 31589798 USD  
Total Remaining to be Sold                \$    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: 9

### 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)

Certain persons named in Item 3 or affiliates thereof may receive payments deemed to be made from the proceeds of the offering, including management fees. The amount of such fees cannot be estimated at this time.



## 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
Electron New Energy Fund, L.P.	/s/ Aaron Keller	Aaron Keller	Authorized Signatory of the General Partner of the Issuer	2025-01-13