

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

Name of Issuer

Electron New Energy Fund, L.P.

Jurisdiction of
Incorporation/Organization

DELAWARE

Previous Name(s) None

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

Street Address 2

10 EAST 53RD STREET, 19TH FLOOR

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/Postal Code

10022

Phone No. of Issuer

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:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

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:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Last Name Zhou	First Name Ran	Middle Name
Street Address 1 c/o Electron Infrastructure GP, LLC	Street Address 2 10 East 53rd Street, 19th Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10022
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	
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:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
Mr. Choi is a Partner and Portfolio Manager of the Issuer.			

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:	<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	
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:	<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	
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:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

Last Name Zaffiro	First Name Greg	Middle Name	
Street Address 1 c/o Electron Infrastructure GP, LLC	Street Address 2 10 East 53rd Street, 19th Floor		
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10022	
Relationship: <input checked="" type="checkbox"/>	Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary)

4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input checked="" type="checkbox"/> Pooled Investment Fund	Travel	
<input checked="" type="checkbox"/> Hedge Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Other Investment Fund	<input type="checkbox"/> Real Estate	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Private Equity Fund	<input type="checkbox"/> Commercial	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Venture Capital Fund	<input type="checkbox"/> Construction	<input type="checkbox"/> Other Travel
*Is the issuer registered as an investment company under the Investment Company Act of 1940?		
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	<input type="checkbox"/> Other
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Residential
<input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Other
<input type="checkbox"/> Business Services	Energy	
Energy		
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Commercial	<input type="checkbox"/> Coal Mining
<input type="checkbox"/> Electric Utilities	<input type="checkbox"/> Construction	<input type="checkbox"/> Electric Utilities
<input type="checkbox"/> Energy Conservation	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Energy Conservation
<input type="checkbox"/> Environmental Services	<input type="checkbox"/> Residential	<input type="checkbox"/> Environmental Services
<input type="checkbox"/> Oil & Gas	<input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Oil & Gas
<input type="checkbox"/> Other Energy		<input type="checkbox"/> Other Energy

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues	<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000	<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000	<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000	<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000	<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000	<input type="checkbox"/> Over \$100,000,000
<input type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input checked="" type="checkbox"/> Not Applicable

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

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506(b)
- Rule 504 (b)(1)(ii) Rule 506(c)
- Rule 504 (b)(1)(iii) 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 **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)

- 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 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	<input checked="" type="checkbox"/> Indefinite
Total Amount Sold	\$ 31589798 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: **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