

U.S. ENERGY PRIVATE CAPITAL III LP

FORM D/A

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

Filed 07/17/25

Address	1521 N. COOPER STREET SUITE 400 ARLINGTON, TX, 76011
Telephone	682-305-2868
CIK	0002055693
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)

0002055693

Previous Name(s) ☒ None

Name of Issuer

U.S. Energy Private Capital III LP

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

U.S. Energy Private Capital III LP

Street Address 1

1521 N. COOPER STREET

Street Address 2

SUITE 400

City

ARLINGTON

State/Province/Country

TEXAS

ZIP/Postal Code

76011

Phone No. of Issuer

682-305-2868

3. Related Persons

Last Name	First Name	Middle Name
U.S. Energy Development Corporation	N/A	
Street Address 1	Street Address 2	
601 E. Exchange Ave.	Suite 100	
City	State/Province/Country	ZIP/Postal Code
Fort Worth	TEXAS	76164
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Managing General Partner		

Last Name	First Name	Middle Name
Iak	Matthew	P.
Street Address 1	Street Address 2	
601 E. Exchange Ave.	Suite 100	
City	State/Province/Country	ZIP/Postal Code
Fort Worth	TEXAS	76164
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Officer and Director of the Managing General Partner		

Last Name	First Name	Middle Name
Jayson	Jordan	
Street Address 1	Street Address 2	
601 E. Exchange Ave.	Suite 100	
City	State/Province/Country	ZIP/Postal Code
Fort Worth	TEXAS	76164
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Officer and Director of the Managing General Partner		

4. Industry Group

☐ Agriculture

Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ 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 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)

7. Type of Filing

- ☐ New Notice
- Date of First Sale 2025-07-03
- ☐ 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)
- Limited Partnership Interest

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

\$ 100000 USD

12. Sales Compensation

Recipient		Recipient CRD Number		<input type="checkbox"/>	None
Aaron Oborn		6504416			
(Associated) Broker or Dealer		<input type="checkbox"/>	None	(Associated) Broker or Dealer CRD Number	
Concorde Investment Services, LLC				<input type="checkbox"/>	None
151604		Street Address 2			
Street Address 1		Street Address 2			
3909 Research Park Dr		Ste 200			
City		State/Province/Country		ZIP/Postal Code	
Ann Arbor		MICHIGAN		48108	
State(s) of Solicitation		<input type="checkbox"/>	All States	<input type="checkbox"/>	Foreign/Non-US
NEVADA					

13. Offering and Sales Amounts

Total Offering Amount	\$ 100000000 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 100000 USD	
Total Remaining to be Sold	\$ 99900000 USD	<input 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	\$ 8300000 USD	<input checked="" type="checkbox"/> Estimate
Finders' Fees	\$ 0 USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

Dealer Manager Fee of up to 1.5%; Sales Commission of up to 5.5%; Due Diligence Fee of up to 0.5%; Marketing Expense Fee of up to 0.5%; Payment to Managing General Partner of 0.3%

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 type="checkbox"/> Estimate
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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
U.S. Energy Private Capital III LP	/s/ Matthew P. Iak	Matthew P. Iak	Executive Vice President of the Managing General Partner	2025-07-17