

# THEMATIC OPPORTUNITIES PORTFOLIO S.A. SICAV-RAIF

## FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 06/26/26

Telephone 212-648-2339  
CIK 0002138593  
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)

0002138593

Previous Name(s)  None

Entity Type

- Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other

Luxembourg public limited liability  
company (societe anonyme)

Name of Issuer

Thematic Opportunities Portfolio S.A.

SICAV-RAIF

Jurisdiction of

Incorporation/Organization

LUXEMBOURG

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2026

Yet to Be Formed

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

Name of Issuer

Thematic Opportunities Portfolio S.A. SICAV-RAIF

Street Address 1

49, AVENUE JOHN F. KENNEDY

Street Address 2

City

LUXEMBOURG

State/Province/Country

LUXEMBOURG

ZIP/Postal Code

L-1855

Phone No. of Issuer

212-648-1952

### 3. Related Persons

Last Name	First Name	Middle Name	
<b>Hardiman</b>	<b>Joseph</b>		
Street Address 1		Street Address 2	
<b>521 Brighton Avenue</b>			
City	State/Province/Country	ZIP/Postal Code	
<b>Spring Lake</b>	<b>NEW JERSEY</b>	<b>07762</b>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<b>Director of the Issuer</b>			

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Last Name	First Name	Middle Name	
<b>Meyer</b>	<b>Olivier</b>		
Street Address 1		Street Address 2	
<b>2, place de Strasbourg</b>			
City	State/Province/Country	ZIP/Postal Code	
<b>Luxembourg</b>	<b>LUXEMBOURG</b>	<b>L-2562</b>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<b>Director of the Issuer</b>			

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Last Name	First Name	Middle Name	
<b>Schaff</b>	<b>Christel</b>		
Street Address 1		Street Address 2	
<b>14, rue Auguste Lumiere</b>			
City	State/Province/Country	ZIP/Postal Code	
<b>Luxembourg</b>	<b>LUXEMBOURG</b>	<b>L-1950</b>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<b>Director of the Issuer</b>			

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Last Name	First Name	Middle Name	
<b>J.P. Morgan Alternative Asset Management, Inc.</b>	<b>N/A</b>		
Street Address 1		Street Address 2	
<b>390 Madison Avenue</b>		<b>Floor 32</b>	
City	State/Province/Country	ZIP/Postal Code	
<b>New York</b>	<b>NEW YORK</b>	<b>10017</b>	
Relationship:	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> Promoter
Clarification of Response (if Necessary)			
<b>Investment Manager of the Issuer</b>			

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

## 7. Type of Filing

- |  |                    |   |
|--|--------------------|---|
| <input checked="" type="checkbox"/> New Notice | Date of First Sale | <input checked="" type="checkbox"/> First Sale Yet to Occur |
| <input type="checkbox"/> 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	<input type="checkbox"/>	None
J.P. Morgan Securities LLC		79		
(Associated) Broker or Dealer	<input type="checkbox"/>	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/>	None
J.P. Morgan Securities LLC		79		
Street Address 1		Street Address 2		
383 Madison Avenue				
City		State/Province/Country		ZIP/Postal Code
New York		NEW YORK		10179
State(s) of Solicitation	<input checked="" type="checkbox"/>	All States	<input type="checkbox"/>	Foreign/Non-US

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### 13. Offering and Sales Amounts

Total Offering Amount \$ USD  Indefinite

Total Amount Sold \$ 0 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: 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  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)

## 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
Thematic Opportunities Portfolio S.A. SICAV-RAIF	/s/ Joseph Hardiman	Joseph Hardiman	Director of the Issuer	2026-06-26