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TRF VII CO-INVESTMENT SMA III, L.P.

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 11/05/26

Address	399 PARK AVENUE 30TH FLOOR NEW YORK, NY, 10022
Telephone	(212) 572-0849
CIK	0002162918
Fiscal Year	12/31

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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)
0002162918

Previous Name(s) ☒ **None**

Name of Issuer
TRF VII Co-Investment SMA III, 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) 2026
- ☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer
TRF VII Co-Investment SMA III, L.P.

Street Address 1
399 Park Avenue, 30th Floor

Street Address 2

City	State/Province/Country	ZIP/Postal Code	Phone No. of Issuer
New York	NEW YORK	10022	212-572-0800

3. Related Persons

Last Name	First Name	Middle Name
Resolute Fund Partners VII, L.P.	N/A	

Street Address 1	Street Address 2
399 Park Avenue, 30th Floor	

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

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

General Partner of the Issuer (the "GP")

Last Name	First Name	Middle Name
Resolute Fund Partners VII GP, LLC	N/A	

Street Address 1	Street Address 2
399 Park Avenue, 30th Floor	

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

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

General Partner of the General Partner of the Issuer (the "GPGP")

Last Name	First Name	Middle Name
TJC LP	N/A	

Street Address 1	Street Address 2
399 Park Avenue, 30th Floor	

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

Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Manager of the GPGP

Last Name	First Name	Middle Name
Caputo, Jr.	A.	Richard

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Chief Executive Partner of the GPGP

Last Name	First Name	Middle Name
Butler	David	M.

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Member of the Partnership Board of the GPGP

Last Name	First Name	Middle Name
Denvir	Michael	R.

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Member of the Partnership Board of the GPGP

Last Name	First Name	Middle Name
Higgins	Brian	J.

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Member of the Partnership Board of the GPGP

Last Name	First Name	Middle Name
Hu	Eion	

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Member of the Partnership Board of the GPGP

Last Name	First Name	Middle Name
Arons	Ian	F.

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Member of the Partnership Board of the GPGP

Last Name	First Name	Middle Name
Fagan	Erik	J.

Street Address 1	Street Address 2
c/o TJC LP	399 Park Avenue, 30th Floor

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

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary)

Member of the Partnership Board of the GPGP

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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)

- ☐ 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)(2)
  - ☐ Section 3(c)(3)
  - ☐ Section 3(c)(4)
  - ☐ Section 3(c)(5)
  - ☐ Section 3(c)(6)
  - ☒ Section 3(c)(7)
  - ☐ Section 3(c)(9)
  - ☐ Section 3(c)(10)
  - ☐ Section 3(c)(11)
  - ☐ Section 3(c)(12)
  - ☐ Section 3(c)(13)
  - ☐ Section 3(c)(14)

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
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☒ Equity
- ☐ Debt
- ☐ Option, Warrant or Other Right to Acquire Another 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**	☒ **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
TRF VII Co-Investment SMA III, L.P.	**/s/ Ugo Ude**	**Ugo Ude**	**Partner & COO of the GPGP**	**2026-11-05**