

KNIGHTHEAD DOMESTIC FUND, LP

FORM D/A

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

Filed 12/03/21

Address KNIGHTHEAD CAPITAL MANAGEMENT, LLC
1140 AVENUE OF THE AMERICAS, 12TH FLOOR
NEW YORK, NY, 10036
Telephone 212-356-2900
CIK 0001438287

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)

0001438287

Previous Name(s) None

KNIGHTHEAD DOMESTIC
FUND LP

Entity Type

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

Name of Issuer

KNIGHTHEAD DOMESTIC FUND,
LP

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

KNIGHTHEAD DOMESTIC FUND, LP

Street Address 1

KNIGHTHEAD CAPITAL MANAGEMENT, LLC

Street Address 2

280 Park Avenue, 22nd Floor East

City

NEW YORK

State/Province/Country

NEW YORK

ZIP/Postal Code

10017

Phone No. of Issuer

212-356-2900

3. Related Persons

Last Name	First Name	Middle Name
Knighthead GP, LLC	--	--
Street Address 1	Street Address 2	
280 Park Avenue	22nd Floor East	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
General Partner		

Last Name	First Name	Middle Name
Knighthead Capital Management, LLC	--	--
Street Address 1	Street Address 2	
280 Park Avenue	22nd Floor East	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Investment Manager		

Last Name	First Name	Middle Name
Cohen	Ara	
Street Address 1	Street Address 2	
Knighthead Capital Management, LLC	105 South Narcissus Avenue	
City	State/Province/Country	ZIP/Postal Code
West Palm Beach	FLORIDA	33401
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Mr. Cohen is a managing member of each of the General Partner and the Investment Manager.		

Last Name	First Name	Middle Name
Wagner	Thomas	
Street Address 1	Street Address 2	
Knighthead Capital Management, LLC	280 Park Avenue, 22nd Floor East	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10017
Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director <input type="checkbox"/> Promoter
Clarification of Response (if Necessary)		
Mr. Wagner is a managing member of each of the General Partner and the Investment Manager.		

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

- | | | |
|---|--------------------------------------|--|
| <input type="checkbox"/> New Notice | Date of First Sale 2008-06-01 | <input type="checkbox"/> First Sale Yet to Occur |
| <input checked="" 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 checked="" 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 **\$ 500000** USD

12. Sales Compensation

Recipient

Recipient CRD Number

None

General Wellington Capital, LLC

282139

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD
Number

None

Street Address 1

Street Address 2

295 Madison Avenue, 43rd floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10017

State(s) of Solicitation

All States

Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD Indefinite
Total Amount Sold \$ 905411257 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: **176**

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)

The Investment Manager receives a fixed fee as provided in the Issuer's offering documents.

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
KNIGHTHEAD DOMESTIC FUND, LP	/s/ Laura Torrado	Laura Torrado	General Counsel of the General Partner	2021-12-03