

KEROGEN TEAM

EXECUTIVE BOARD

Kerogen Executive Board

Lord Malloch-Brown

Lord Malloch-Brown is Chairman of FTI Global Affairs. He is a peer in the House of Lords and a former Minister in the British Foreign Office from 2007 to 2009, with responsibility for Africa, Asia and the United Nations. Lord Malloch-Brown previously served in the United Nations as Administrator of the United Nations Development Program and subsequently as Deputy Secretary-General. Prior to joining the United Nations, he was a Vice President at the World Bank and also served as Vice Chairman of the Soros Management Fund and Soros' Open Society Institute. Lord Malloch-Brown graduated with first class honours in history from Cambridge University and completed his post graduate studies in political science at the University of Michigan. He is an Honorary Fellow of Magdalene College Cambridge and a visiting fellow at the Yale Centre for the Study of Globalisation.

Roy Franklin OBE

Roy Franklin is a member of the Board of Directors of Statoil ASA, Santos Ltd, and Boart Longyear Ltd. He is also the non-executive chair of the Board of Directors of Keller Group plc. Mr. Franklin is a former chair of BRINDEX, the association of British independent oil and gas companies, and a member of PILOT, the joint UK government and industry task force set up to maximise hydrocarbon recovery from the North Sea. A geologist by training, he spent 18 years in various exploration and management positions with BP, before leaving to join Clyde Petroleum plc, where he became Group Managing Director in 1994. Mr. Franklin subsequently became Chief Executive Officer of Paladin Resources plc, a position he held until its sale to Talisman in 2006. He graduated from the University of Southampton with a Bachelor of Science degree in Geology. In 2004, he was awarded the Order of the British Empire for services to the UK oil and gas industry.

Dr. Alan Parsley

Dr. Parsley has worked in the oil and gas industry for over 35 years predominantly at the Shell Group of Companies where he held senior positions including Global Head of Exploration and Head of New Business Ventures. Dr. Parsley has worked mainly in exploration as a trained geologist and took on management roles including Chief Executive of Shell Syria and Chairman of Shell Australia. He is currently an independent non-executive director of Melrose Resources Plc, a UK-listed company. Dr. Parsley graduated from the University of Edinburgh and holds both a BSc and a PhD in Geology. He has been a member of the Court of Heriot Watt University since 2005.

Dr. Parsley is Chairman of Kerogen's Technical Committee.

Saad Ali Al-Shuwaib

Saad Ali Al-Shuwaib served as Chief Executive Officer of Kuwait Petroleum Corporation (KPC) until September 2010. KPC is one of the world's major oil and gas companies and its activities are focused on petroleum exploration and production, refining, marketing, petrochemicals, and transport. KPC is owned by the Kuwaiti Government. He is currently the Chief Executive Officer of Development Enterprises Holdings Company. Previously he held various senior roles at Petrochemical Industries Company (PIC) including Executive Assistant Managing Director for Projects and Participations and Executive Assistant to the Managing Director for Administrative Affairs and Projects. He also served as Deputy Chairman of the Board of Directors of PIC. Mr. Al-Shuwaib has been a Member of the Supervisory Board of Celanese AG of Celanese Corp. since 2002. He graduated with an E.Sc. in Mechanical Engineering from University of Wisconsin in 1977 and earned an M.Sc. Mechanical Engineering in 1980.

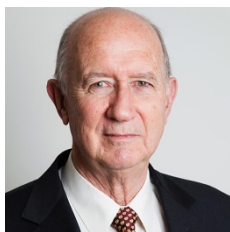
Dr. Natasha Tsukanova

Dr. Tsukanova is the founder and Managing Director of XENON Capital Partners, an advisory and investment firm based in Moscow, specialising in the power and energy sectors. She was previously the Head of Investment Banking Russia/CIS for JP Morgan based in Moscow, having also headed JP Morgan's Oil and Gas investment banking business for Russia/CIS, based in London. Prior to JP Morgan, she worked for the Russian Privatisation Ministry and for Boston Consulting Group in London and Moscow. Dr. Tsukanova has broad experience in investment banking including mergers and acquisitions, IPOs, debt and capital raisings for a wide range of major oil and gas companies. She graduated with a Ph.D. and M.A. degrees in Economics from Moscow State University and Harvard University, and an MBA (Honours) from INSEAD.

Philip Jackson

Refer to Investment Committee.

EXECUTIVE BOARD



Dr. Alan Parsley

Dr Alan Parsley chairs the Technical Committee at Kerogen. He has over 40 years' experience in the oil and gas industry, predominantly at Shell, where he held senior positions including Global Head of Exploration, Head of New Business Ventures, Chief Executive of Shell Syria and Chairman of Shell Australia. He formerly served as a member of the board of Woodside

Petroleum Ltd.

Alan graduated from the University of Edinburgh and holds a BSc and a PhD in geology. He was a member of the Court of Heriot Watt University from 2005 to 2011.

Alan is a board member of Buried Hill, Pandion and Zennor.



Roy Franklin

Roy Franklin OBE is Chairman of Premier Oil, Deputy Chair of the Board of Directors of Statoil ASA, , and a board member of Wood Group (formerly Amec Foster Wheeler PLC). He is the former Chairman of Keller Group PLC, a former member of the Supervisory Board of OMV AG, and former board member of Santos.

A geologist by training, Roy has over 44 years' experience in the oil and gas industry. He spent 18 years in various exploration and management positions with BP, before leaving to join Clyde Petroleum PLC, where he became Group Managing Director in 1994. He subsequently became CEO of Paladin Resources PLC, a position he held until the company's sale to Talisman in 2006. Since then he has held various non-executive directorships in resource-related international companies.

Roy graduated from the University of Southampton with a BSc in geology. He was awarded an OBE in recognition of his services to the oil and gas industry, and is a former Chairman of BRINDEX, the industry body that represents UK exploration and production companies.

Roy is Chairman of Cuadrilla and Energean Israel.



Lord Mark Malloch-Brown

Lord Mark Malloch-Brown is Chairman of SGO, a technology and consulting services company and a Senior Advisor to Eurasia, the political risk advisory group. He is a peer in the House of Lords and a former Minister in the British Foreign Office with responsibility for Africa, Asia and the United Nations.

Prior to that, he served in the United Nations as Deputy Secretary-General and Administrator of the United Nations Development Programme. Before joining the United Nations, he was a Vice President at the World Bank. He has also served as Vice Chairman of the Soros Management Fund and the Soros Open Society Foundation.

Mark graduated with first-class honours in history from the University of Cambridge and completed his post-graduate studies in political science at the University of Michigan. He is an Honorary Fellow of Magdalene College Cambridge, a Distinguished Practitioner at the University of Oxford's Blavatnik School of Government, an adjunct faculty member of the Academy of Leadership at Chatham House, and a former Visiting Fellow at the Yale Center for the Study of

Globalization. Mark participates on a number of foundation boards, including chairing the International Crisis Group, and formerly chaired the Royal African Society. Mark chairs Kerogen's ESG Committee.



Natasha Tsukanova

Natasha Tsukanova is the Founder and Managing Director of Xenon Capital Partners, an advisory firm based in Moscow that specialises in the power and energy sectors. She was previously at J.P. Morgan, where she served as Head of Investment Banking in Russia and the CIS and also worked in J.P. Morgan's oil and gas team in London. Prior to J.P. Morgan she worked for the Russian Privatisation Ministry and for Boston Consulting Group in London and Moscow. Natasha has extensive experience working with a wide range of oil and gas companies investing inbound into and outbound from Russia and Central Asia.

Natasha earned MA and PhD degrees in economics from Moscow State University and Harvard, respectively and an MBA (Honours) from INSEAD.

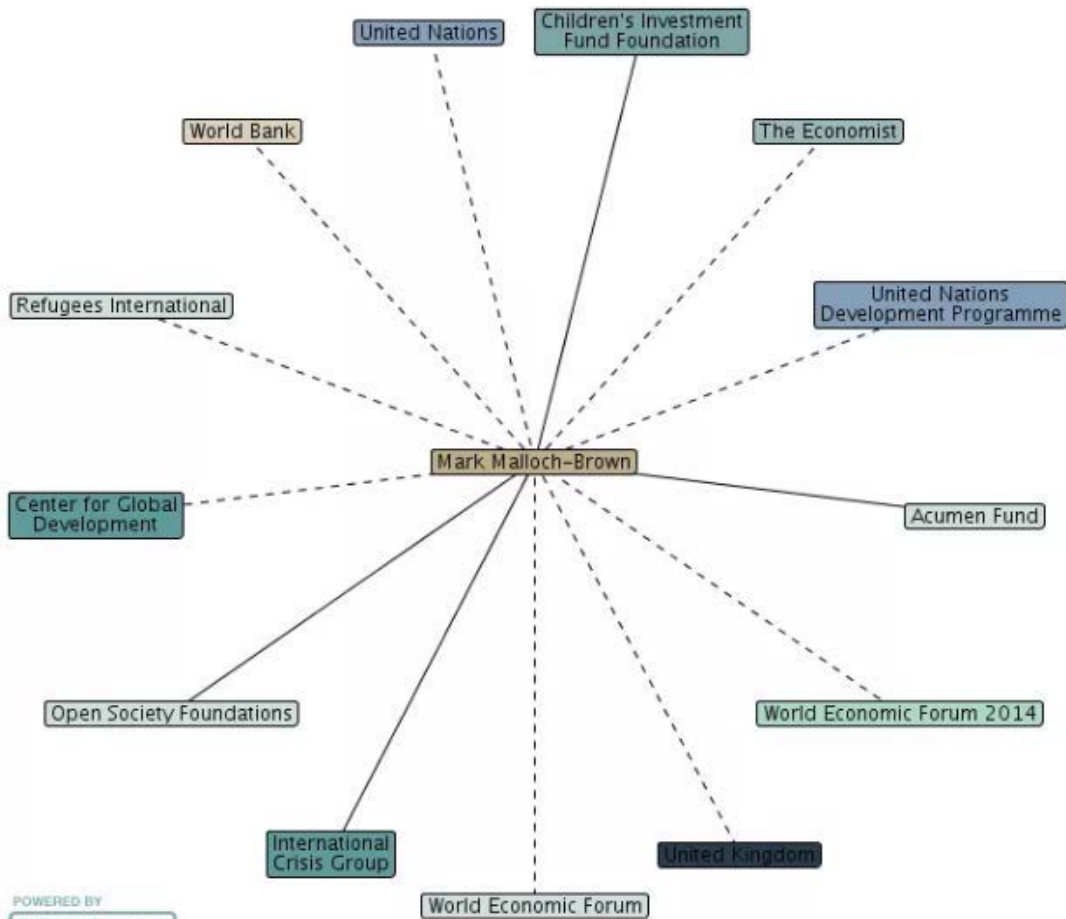


Philip Jackson

Philip Jackson has over 30 years' experience in investments and corporate finance in energy and infrastructure projects. He was the founder and former chief executive of J.P. Morgan Asset Management's \$860 million Asian Infrastructure and Related Resources Opportunity Fund. Philip was with J.P. Morgan (and heritage Jardine Fleming) for over 20 years, leading their power and infrastructure advisory businesses, advising on restructuring, M&A and privatisation. He started his career with the energy team at Ashurst LLP before moving to its client Trafalgar House plc, one of the UK's leading independent oil and gas companies.

Philip graduated with an MA in law from the University of Cambridge and is a solicitor of the Supreme Court in England.

Philip is a board member of NewAge, Zennor and iGas.



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Items 1 - 15

CIK	Company	State/Country
0001586425	Kerogen Co-investment Fund II, L.P.	E9
0001550417	Kerogen Energy Fund B, L.P.	E9
0001552689	Kerogen Energy Fund C (Co-Investment), L.P.	E9
0001632236	Kerogen Energy Fund II (UT Co-Investment), L.P.	E9
0001632232	Kerogen Energy Fund II B, L.P.	E9
0001632235	Kerogen Energy Fund II Co-investment Fund A, L.P.	E9
0001632231	Kerogen Energy Fund II, L.P.	E9
0001550410	Kerogen Energy Fund, L.P.	E9
0001556734	Kerogen Energy Holdings LLC	TX
0001713308	Kerogen Expansion Fund, L.P.	E9
0001505828	Kerogen Exploration, Inc.	TX
0001713284	Kerogen Pandion Co-Investment Fund, L.P.	E9
0001359294	Kerogen Resource Inc	tx
0001659806	Kerogen Zennor Co-investment Fund I, L.P.	E9
0001659805	Kerogen Zennor Co-investment Fund II, L.P.	E9

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Modified 07/18/2014

Kerogen's philosophy is to partner with talented management teams that operate at the highest levels of integrity and professionalism and are able to execute on their strategy, which they have had proven success



ZENNOR PETROLEUM LTD

Initial Investment: August 2015

Geography: Europe

Zennor Petroleum is a private oil and gas company with a focus on the UK North Sea. Zennor has a diversified portfolio of exploration, appraisal, development and production assets.

HURRICANE ENERGY



PLC

Initial Investment: May 2016

Geography: Europe

Hurricane Energy is a UK-based oil and gas company with a specialist focus on hydrocarbon resources in naturally fractured basement reservoirs. Hurricane Energy's acreage is located on the UK Continental Shelf where the company has made two significant discoveries.



PANDION ENERGY AS

Initial Investment: December 2016

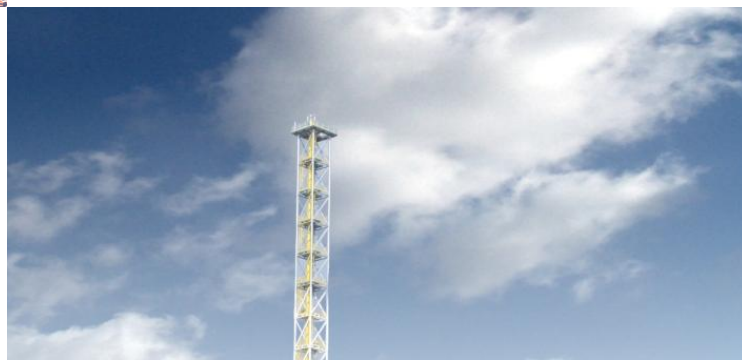
Geography: Europe

Pandion Energy is a private oil and gas company focused on exploration, appraisal and development opportunities on the Norwegian Continental Shelf.

ENERGEAN ISRAEL LIMITED

Initial Investment: December 2016

Geography: Mediterranean



Energear Israel is focused on the development of the Karish and Tanin gas fields located offshore Israel in the Levantine Basin, a region containing some of the largest global gas discoveries in recent years.



IDEOL SA

Initial Investment: June 2018

Geography: Europe and Asia

Ideol is a privately held provider of floating foundations to the offshore wind industry, based in France.

Ideol's patented floating foundation designs and technologies are currently being deployed in leading offshore floating wind demonstrator projects located in France and Japan.

NEW AGE LIMITED

Initial Investment: January 2012

Geography: Sub-Saharan Africa

NewAge is a private oil and gas company with a regional focus in Sub-Saharan Africa. The company has a diversified portfolio of exploration, appraisal, development



and production assets, including a number of world-class discoveries.



M12 INVESTMENT LIMITED

Initial Investment: January 2012

Geography: Sub-Saharan Africa

M12 is a co-investment with NewAge in its flagship Marine XII licence. ENI, the operator and joint venture partner, estimated gross oil and gas-in-place in Marine XII to be 5.8 billion barrels of oil equivalent.



BURIED HILL ENERGY PUBLIC COMPANY LIMITED

Initial Investment: June 2012

Geography: Central Asia

Buried Hill is a privately-owned upstream oil and gas company with a world-class asset in the Caspian Sea – the Serdar oil field located in Block III offshore Turkmenistan.





TWINZA OIL LIMITED

Initial Investment: March 2014

Geography: Australasia

Twinza is a privately-owned oil and gas company focused on the Australasia region. The company has an attractive portfolio underpinned by majority owned and operated assets in Papua New Guinea and Australia.

HKN HOLDING LIMITED

Initial Investment: April 2014

Geography: MENA

HKN is a privately-owned holding company of HKN Energy, a subsidiary of US-based Hillwood International Energy. HKN Energy operates the Sarsang block in Kurdistan in which it has made two world-class oil discoveries. The partners in the block include Maersk Oil and Marathon Oil.



Established in 2007, Kerogen Capital is an independent private equity firm specialising in the international oil and gas sector. Kerogen Capital manages funds across multiple funds.

We currently manage Kerogen Energy Fund L.P., Kerogen Energy Fund II L.P. and related funds. Kerogen Capital includes leading endowments, foundations, pension funds, insurance companies, fund of funds, international investors. Our team is based in Hong Kong and London, and comprises experienced professionals with investment, operational and gas industry.

[OUR TEAM](#)[MISSION & VALUES](#)A large image showing the silhouette of an oil rig against a blue and orange gradient background. The rig is on the left side of the image.

2007

Established



\$2bn

Funds Managed

3

Fund Vintages

Kerogen Holding Limited – Kerogen Capital (Asia) Limited

Fund Employees

 Share

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Kerogen Holding Limited

Kerogen Holding Limited is a foreign entity serving as Sole Member for Kerogen Capital (Asia) Limited, a private equity company. Kerogen Holding Limited has an ownership stake in Kerogen Capital (Asia) Limited of more than 75%.

Kerogen Holding Limited

Full Name: Kerogen Holding Limited

Company: [Kerogen Capital \(Asia\) Limited](#)

Industry: Private Equity

Position: Sole Member

Ownership Type: Foreign Entity

Date Status Acquired: 03/01/2011

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Employment Details

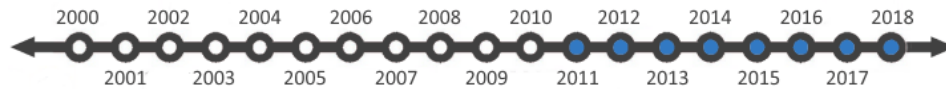
Company/Fund Name: [Kerogen Capital \(Asia\) Limited](#)

Address: 4802 Cheung Kong Centre, 2 Queen'S Road Central, Hong Kong, China

Phone: 852 2127 3000

Fax: 852 2127 3008

Website:



Kerogen Holding Limited has been Sole Member of Kerogen Capital (Asia) Limited since 2011.

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[Ds Spv No.1 L.P. – Fund Data](#)

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Kerogen Capital (Asia) – Fund and Executive Details

Fund Companies

 Share

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Kerogen Capital (Asia) Limited

Kerogen Capital (Asia) is a private equity company based in Hong Kong, China. They have less than \$150 million in assets under management and operate 11 private funds. You can view more information on Kerogen Capital (Asia) including private fund info, contact info, top management and executives, website, email addresses, and more below:

Contact Details for Kerogen Capital (Asia)

Kerogen Capital (Asia) Limited
4802 Cheung Kong Centre
2 Queen'S Road Central
Hong Kong
China

Phone: 852 2127 3000
Fax: 852 2127 3008

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Overview of Kerogen Capital (Asia)

Org. Type:

Registration Country:

0

SEC#: 802-77159

Org#: 164934

Legal Issues: No legal issues reported

Company Type: Private Equity

Private Funds Managed(11): [Kerogen Co Investment Fund li Lp](#) , [Kerogen Energy Fund B Lp](#) , [Kerogen Energy Fund C Co Investment Lp](#) , [Kerogen Energy Fund C2 Co Investment Lp](#) , [Kerogen Energy Fund li Ut Co Investment Lp](#) , [Kerogen Energy Fund li B Lp](#) , [Kerogen Energy Fund li Co Investment Fund A Lp](#) , [Kerogen Energy Fund li Lp](#) , [Kerogen Energy Fund Lp](#) , [Kerogen Zennor Co Investment Fund I Lp](#) , [Kerogen Zennor Co Investment Fund li Lp](#)

Ownership/Leadership of Kerogen Capital (Asia)

Kerogen Holding Limited	Sole Member
Ivor Raymond Orchard	Director

Kerogen Holding li Limited

Sole Member

General Counsel

Chief Financial Officer

Kerogen Capital (Asia) Key Stats and Charts

Discretionary AUM: Not Available



Rank: Not available

Total AUM: Less than \$150 million



Rank: Not available

of Accounts: 0



Rank: 929 out of 1975 private equity companies

Average Account Size:



Rank: Not available

of Employees:



Rank: Not available

of Private Funds: 11



Rank: 193 out of 1975 private equity companies

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Search for companies or officers

KEROGEN CAPITAL (UK) LIMITED

Company number **07629141**

Registered office address

6th Floor 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

Company status

Active

Company type

Private limited Company

Incorporated on

10 May 2011

Accounts

Next accounts made up to **31 December 2018**
due by **30 September 2019**

Last accounts made up to **31 December 2017**

Confirmation statement

Next statement date **24 May 2019**
due by **7 June 2019**

Last statement dated **24 May 2018**

Nature of business (SIC)

- 64303 - Activities of venture and development capital companies
- 71122 - Engineering related scientific and technical consulting activities

Previous company names

Name

Period

DE FACTO 1860 LIMITED 10 May 2011 - 31 May 2011

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KEROGEN CAPITAL (UK) LIMITED

Company number **07629141**

Date	Type	Description	View / Download
14 Jun 2012	AR01	Annual return made up to 10 May 2012 with full list of shareholders	(4 pages)
06 Jul 2011	AP01	Appointment of Mr Aun Minn Jason Cheng as a director	(3 pages)
06 Jul 2011	AD01	Registered office address changed from 10 Snow Hill London EC1A 2AL England on 6 July 2011	(2 pages)
06 Jul 2011	TM01	Termination of appointment of Ruth Bracken as a director	(2 pages)
06 Jul 2011	TM02	Termination of appointment of Travers Smith Secretaries Limited as a secretary	(2 pages)
06 Jul 2011	TM01	Termination of appointment of Travers Smith Limited as a director	(2 pages)
06 Jul 2011	TM01	Termination of appointment of Travers Smith Secretaries Limited as a director	(2 pages)
06 Jul 2011	AA01	Current accounting period shortened from 31 May 2012 to 31 December 2011	(3 pages)
31 May 2011	CERTNM	Company name changed de facto 1860 LIMITED\certificate issued on 31/05/11 <ul style="list-style-type: none"> RES15 - Change company name resolution on 2011-05-31 	(4 pages)
31 May 2011	CONNOT	Change of name notice	(2 pages)
10 May 2011	NEWINC	Incorporation	(16 pages)

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KEROGEN CAPITAL (UK) LIMITED

Company number **07629141**

- [Officers](#)
- [Persons with significant control \(https://beta.companieshouse.gov.uk/company/07629141/persons-with-significant-control\)](https://beta.companieshouse.gov.uk/company/07629141/persons-with-significant-control)

Filter officers



Current officers

Apply filter

9 officers / 6 resignations

CHEN, Evan Wai Man

Correspondence address **6th Floor, 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH**

Role Active **Director**

Date of birth **June 1976**

Appointed on **10 October 2012**

Nationality **Australian**

Country of residence **Hong Kong**

Occupation **Private Equity Fund Manager**

KELLY, Roy

Correspondence address **6th Floor, 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH**

Role Active **Director**

Date of birth **April 1960**

Appointed on **10 September 2012**

Nationality **British**

Country of residence **United Kingdom**

Occupation **None**

TUSHAR, Kumar

Correspondence address **6th Floor, 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH**

Role Active **Director**

Date of birth **June 1978**

NM01

Notice of change of name by resolution



A fee is payable with this form
Please see 'How to pay' on the last page

What this form is for

You may use this form to give notice
of an unconditional change of name
by the company members

X What this form is NOT for

You cannot use this form to give
notice of a conditional change of
name

For further information, please
refer to our guidance at
www.companieshouse.gov.uk



1 Company details

Company number 7 6 2 9 1 4 1

Existing company name in full DE FACTO 1860 LIMITED

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Proposed name

The above company resolved to change the company name to

Proposed name ①

KEROGEN CAPITAL (UK) LIMITED

Please note that the Registrar cannot change the company name until a copy of
the resolution has been received

① Sensitive words

If the proposed name contains
sensitive or restricted words or
expressions you must provide form
NM06 'Request to seek comments
of government department or other
specified body on change of name'
and the appropriate supporting
information before the name can be
changed

3 Signature

I am signing this form on behalf of the company

Signature

Signature

X  X

This form may be signed by
Director ②, Secretary, Person authorised ③, Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity commission receiver
and manager, CIC manager

② Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

③ Person authorised

Under either section 270 or 274 of
the Companies Act 2006

TUESDAY



LD1

31/05/2011

104

COMPANIES HOUSE

NM01

Notice of change of name by resolution



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name	MIRIAM JONES									
Company name	TRAVERS SMITH LLP									
Address	10 SNOW HILL									
Post town	LONDON									
County/Region										
Postcode	E	C	1	A	2	A	L			
Country										
DX	1111079 LONDON									
Telephone	020 7295 3000									



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have given the proposed name in section 2
- ☐ You have attached a copy of the resolution unless previously filed
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £10 is payable to Companies House in respect of a notice of change of name by resolution.

Make cheques or postal orders payable to 'Companies House'



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Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

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This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

7/15/2018

KEROGEN CAPITAL (UK) LIMITED - Officers (free information from Companies House)

Appointed on **7 December 2016**

Nationality **Indian**

Country of residence **United Kingdom**

Occupation **Investment Director**

TRAVERS SMITH SECRETARIES LIMITED

Correspondence address **10 Snow Hill, London, England, EC1A 2AL**

Role Resigned **Secretary**

Appointed on **10 May 2011**

Resigned on **31 May 2011**

Registered in a European Economic Area What's this?

Placed registered **ENGLAND & WALES**

Registration number **2132094**

BRACKEN, Ruth

Correspondence address **19 Weald Close, Brentwood, Essex, United Kingdom, CM14 4QU**

Role Resigned **Director**

Date of birth **September 1951**

Appointed on **10 May 2011**

Resigned on **31 May 2011**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Administrator**

CHENG, Aun Minn Jason

Correspondence address
Kerogen Capital(Asia) Limited, Suite 33h/33f Bank Of America Tower, 12 Harcourt Road, Central Hong Kong, China, Hong Kong, 852

Role Resigned **Director**

Date of birth **March 1972**

Appointed on **31 May 2011**

Resigned on **10 October 2012**

Nationality **Australian**

Country of residence **Hong Kong China**

Occupation **Banker**

GEORGE, Anita Anne

Correspondence address **3/F, Empire House, 175 Piccadilly, London, England, W1J 9EN**

Role Resigned **Director**

Date of birth **March 1959**

Appointed on **1 October 2012**

Resigned on **31 December 2016**

Nationality **British**

Country of residence **United Kingdom**

Occupation **Lawyer**

TRAVERS SMITH LIMITED

Correspondence address **10 Snow Hill, London, England, EC1A 2AL**

Role Resigned **Director**

Appointed on **10 May 2011**

Resigned on **31 May 2011**

Registered in a European Economic Area What's this?

Placed registered **ENGLAND & WALES**

Registration number **2132862**

TRAVERS SMITH SECRETARIES LIMITED

Correspondence address **10 Snow Hill, London, England, EC1A 2AL**

Role Resigned **Director**

Appointed on **10 May 2011**

Resigned on **31 May 2011**

Registered in a European Economic Area What's this?

Placed registered **ENGLAND & WALES**

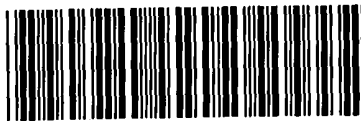
Registration number **2132094**

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REGISTERED NUMBER: 07629141 (England and Wales)

REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017
FOR
KEROGEN CAPITAL (UK) LIMITED

THURSDAY



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COMPANIES HOUSE

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

CONTENTS OF THE FINANCIAL STATEMENTS
for the year ended 31 December 2017

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KEROGEN CAPITAL (UK) LIMITED

COMPANY INFORMATION
for the year ended 31 December 2017

DIRECTORS:

R Kelly
E W M Chen
K Tushar

REGISTERED OFFICE:

50 Pall Mall
London
SW1Y 5JH

REGISTERED NUMBER:

07629141 (England and Wales)

AUDITORS:

FKCA Limited
Statutory Auditor
Prospero House
46-48 Rothesay Road
Luton
Bedfordshire
LU1 1QZ

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

REPORT OF THE DIRECTORS
for the year ended 31 December 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was to provide advisory services to its fellow subsidiaries.

REVIEW OF BUSINESS

The company has made a profit after taxation of \$287,138 (2016: \$209,949), the directors are optimistic for the future of the company.

DIRECTORS

The directors who have held office during the period from 1 January 2017 to the date of this report, except as otherwise noted, are as follows:

R Kelly
E W M Chen
K Tushar

PRINCIPAL RISKS AND UNCERTAINTIES

The key risks and the mitigation to those risks which the company was exposed to during the current year are listed below:

Foreign exchange risk

The Company's functional currency is US dollars. Income and sales are expected to be in US dollars, some expenses are incurred in other currencies principally Pounds Sterling. The net exposure of each currency is monitored and managed at a group level.

Credit risk

Credit risk is not material as the company is not exposed to any external borrowings.

Liquidity risk

The liquidity risk of not having sufficient financial resources available to meet obligations as they fall due or to secure such resources only at excessive cost is mitigated by the fact that group undertakings provide financial support as necessary.

FUTURE DEVELOPMENTS AND ECONOMIC RISK

There have not been any significant changes in the Company's principal activity since the year end and the directors are not aware of any likely material changes in the next year.

On 29 March 2017, the United Kingdom (UK) government formally announced that the UK will leave the European Union (EU). The UK government has since begun the process negotiating the terms of the UK's future relationship with the EU. Although it is unknown what those terms will be Brexit may create global economic uncertainty.

At the date of signing these accounts the directors do not foresee any immediate risks crystallising, however, they acknowledge the uncertainty that now exists. The directors will continue to keep this under review.

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have adopted the going concern basis in preparing these financial statements.

TRANSITION TO FRS 101

During the year the company transitioned from Financial Reporting Standard 102 to Financial Reporting Standard 101 and has taken advantage of the disclosure exemptions allowed under this standard. The prior year comparatives have also been restated under the new standards. The company's parent undertaking, Kerogen Holding Limited, was notified of this and did not object to the use of FRS 101 and there were no material recognition or measurement differences arising on the adoption of FRS 101. Further information on the impact can be found in the note 17.

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

REPORT OF THE DIRECTORS
for the year ended 31 December 2017

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The director is responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. He has general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, FKCA Limited, will be deemed to be re-appointed in accordance with Section 487(2) of the Companies Act 2006.

SMALL COMPANIES REGIME

The directors have taken advantage of the small companies exemption under section 414B of the Companies Act 2006 in relation to the preparation of a strategic report.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



K Tushar - Director

Date: 20/4/2018

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
KEROGEN CAPITAL (UK) LIMITED**

Opinion

We have audited the financial statements of Kerogen Capital (UK) Limited (the 'company') for the year ended 31 December 2017 on pages six to fifteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
KEROGEN CAPITAL (UK) LIMITED**

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages two and three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.



Tara Aldwin ACA (Senior Statutory Auditor)
for and on behalf of FKCA Limited
Statutory Auditor
Prospero House
46-48 Rothesay Road
Luton
Bedfordshire
LU1 1QZ

Date: 20 April 2018

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2017

	Notes	2017 \$	2016 \$
TURNOVER	3	4,260,470	3,541,689
Administrative expenses		<u>(3,869,448)</u>	<u>(3,283,242)</u>
OPERATING PROFIT		391,022	258,447
Interest receivable and similar income		<u>242</u>	<u>53</u>
PROFIT BEFORE TAXATION	5	391,264	258,500
Tax on profit	6	<u>(104,126)</u>	<u>(48,551)</u>
PROFIT FOR THE FINANCIAL YEAR		287,138	209,949
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>287,138</u>	<u>209,949</u>

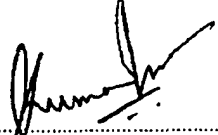
The notes on pages 9 to 15 form part of these financial statements

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)**STATEMENT OF FINANCIAL POSITION**
31 December 2017

	Notes	2017 \$	2016 \$
FIXED ASSETS			
Tangible assets	7	467,493	125,553
CURRENT ASSETS			
Receivable	8	1,260,108	1,258,477
Cash at bank		<u>760,303</u>	<u>188,987</u>
		2,020,411	1,447,464
CREDITORS			
Amounts falling due within one year	9	<u>(1,504,356)</u>	<u>(909,313)</u>
NET CURRENT ASSETS		<u>516,055</u>	<u>538,151</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		983,548	663,704
PROVISIONS FOR LIABILITIES	11	<u>(35,048)</u>	<u>(2,342)</u>
NET ASSETS		<u>948,500</u>	<u>661,362</u>
CAPITAL AND RESERVES			
Called up share capital	12	85,210	85,210
Retained earnings	13	<u>863,290</u>	<u>576,152</u>
SHAREHOLDERS' FUNDS		<u>948,500</u>	<u>661,362</u>

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 20/4/18 and were signed on its behalf by:


.....
K Tushar - Director

The notes on pages 9 to 15 form part of these financial statements

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2017

	Called up share capital \$	Retained earnings \$	Total equity \$
Balance at 1 January 2016	85,210	366,203	451,413
Changes in equity			
Total comprehensive income	-	209,949	209,949
Balance at 31 December 2016	85,210	576,152	661,362
Changes in equity			
Total comprehensive income	-	287,138	287,138
Balance at 31 December 2017	85,210	863,290	948,500

The notes on pages 9 to 15 form part of these financial statements

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2017

1. GENERAL INFORMATION

Kerogen Capital (UK) Limited ("the company") is a private company, limited by shares, incorporated and domiciled in England and Wales. The address of its registered office is 50 Pall Mall, London, SW1Y 5JH.

2. ACCOUNTING POLICIES

Basis of preparation

The principal accounting policies applied in the presentation of these financial statements are set out below.

The financial statements contain information about Kerogen Capital (UK) Limited as an individual company. These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101) on the accruals basis of accounting.

The accounting policies set out below have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared under the historical cost convention.

No significant judgements or key assumptions have been made by management in preparing these financial statements.

Disclosure exemptions

The exemptions below require that equivalent disclosures are included in the financial statements of the group in which the entity is consolidated.

The results of the company are included in the consolidated financial statements of Kerogen Holding Limited which are available from Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held for Sale and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1 Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes In Accounting Estimates and Errors;
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

2. ACCOUNTING POLICIES - continued

Turnover

Turnover represents amounts receivable from advisory and professional services and is stated after trade discounts and exclusive of Value Added Tax.

Expenses

Expenses are included in the statement of comprehensive income on an accruals basis, net of trade discounts and VAT.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Leasehold improvements	Over the term of the lease
Computer equipment	3 years straight line
Furniture and office equipment	5 years straight line

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Current tax

Current tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted at the statement of financial position date.

Deferred tax

Provision is made in full for all taxation deferred in respect of timing differences that have originated but not reversed by the statement of financial position date, except for gains on disposals of fixed assets which will be rolled over into replacement assets. No provision is made for taxation on permanent differences.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

Foreign currencies

The functional and presentational currency of the company is USD.

Assets and liabilities in foreign currencies are translated into USD at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into USD at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Operating lease agreement

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the period of the lease.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged in the statement of comprehensive income as they become payable in accordance with the rules of the scheme.

Debtors

Short term debtors are measured at transaction price, less any impairment.

Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks and are subject to an insignificant risk of changes in value.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)**NOTES TO THE FINANCIAL STATEMENTS - continued**
for the year ended 31 December 2017**3. TURNOVER**

In the year to 31 December 2017, 100% (2016:100%) of the company's turnover was to markets outside of the United Kingdom.

4. EMPLOYEES AND DIRECTORS

	2017	2016
	\$	\$
Wages and salaries	2,386,561	2,217,625
Social security costs	314,343	289,104
Other pension costs	3,678	2,155
	<u>2,704,582</u>	<u>2,508,884</u>

The average monthly number of employees during the year was as follows:

	2017	2016
Administrative staff	<u>9</u>	<u>9</u>

	2017	2016
	\$	\$
Directors' remuneration	<u>1,072,633</u>	<u>666,347</u>

Information regarding the highest paid director is as follows:

	2017	2016
	\$	\$
Emoluments etc.	<u>536,874</u>	<u>585,834</u>

5. PROFIT BEFORE TAXATION

The profit before taxation is stated after charging/(crediting):

	2017	2016
	\$	\$
Depreciation - owned assets	52,051	49,593
Auditors' remuneration	6,248	5,940
Foreign exchange differences	(95,624)	61,581
Other operating leases - land and buildings	290,381	164,624
Loss on disposal of fixed assets	<u>89,225</u>	<u>-</u>

6. TAXATION**Analysis of tax expense**

	2017	2016
	\$	\$
Current tax:		
Tax	65,938	51,700
Adjustment to tax charge in respect of previous periods	<u>5,482</u>	<u>1,199</u>
Total current tax	71,420	52,899
Deferred tax provision	<u>32,706</u>	<u>(4,348)</u>
Total tax expense in statement of comprehensive income	<u>104,126</u>	<u>48,551</u>

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)**NOTES TO THE FINANCIAL STATEMENTS - continued**
for the year ended 31 December 2017**6. TAXATION - continued****Factors affecting the tax expense**

The tax assessed for the year is higher (2016 - lower) than the standard rate of corporation tax in the UK. The difference is explained below:

	2017 \$	2016 \$
Profit before income tax	<u>391,264</u>	<u>258,500</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19.250% (2016 - 20%)	75,318	51,700
Effects of:		
Expenses not deductible for tax purposes	38,442	-
Capital allowances in excess of depreciation capital allowances	(47,822)	-
Prior year adjustments	5,482	1,199
Deferred tax	<u>32,706</u>	<u>(4,348)</u>
Tax expense	<u>104,126</u>	<u>48,551</u>

Factors affecting future tax charges

The UK corporation tax rate reduced to 19% from April 2017. The UK government announced a further reduction in the main rate of UK corporation tax to 17% from 1 April 2020. Where these reduced tax rates were enacted at the balance sheet date, they have been reflected in these financial statements as appropriate.

In addition as part of the Finance Act 2017, the UK government has announced that restrictions on interest deductibility and loss relief will be implemented. Draft legislation has been released setting out the new provisions. This may impact the taxable profits of the company as well as the amount of carried-forward losses which can be utilised each year to offset taxable profits.

7. TANGIBLE FIXED ASSETS

	Improvements to property \$	Fixtures and fittings \$	Computer equipment \$	Totals \$
COST				
At 1 January 2017	165,834	78,350	122,048	366,232
Additions	400,914	81,281	21,295	503,490
Disposals	(165,834)	(73,480)	(26,865)	(266,179)
Contribution towards cost	<u>(18,559)</u>	<u>-</u>	<u>-</u>	<u>(18,559)</u>
At 31 December 2017	<u>382,355</u>	<u>86,151</u>	<u>116,478</u>	<u>584,984</u>
DEPRECIATION				
At 1 January 2017	64,317	63,439	112,923	240,679
Charge for year	25,081	16,603	10,367	52,051
Eliminated on disposal	<u>(77,526)</u>	<u>(70,848)</u>	<u>(26,865)</u>	<u>(175,239)</u>
At 31 December 2017	<u>11,872</u>	<u>9,194</u>	<u>96,425</u>	<u>117,491</u>
NET BOOK VALUE				
At 31 December 2017	<u>370,483</u>	<u>76,957</u>	<u>20,053</u>	<u>467,493</u>
At 31 December 2016	<u>101,517</u>	<u>14,911</u>	<u>9,125</u>	<u>125,553</u>

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)**NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017****8. RECEIVABLE: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2017	2016
	\$	\$
Amounts owed by group undertakings	515,787	993,012
Other debtors	553,290	201,397
VAT	96,604	21,369
Prepayments	94,427	42,699
	<u>1,260,108</u>	<u>1,258,477</u>

Amounts owed by group undertakings are non-interest bearing and repayable on demand.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
	\$	\$
Trade creditors	70,141	57,891
Amounts owed to group undertakings	376,949	3,444
Corporation tax	65,938	52,899
Social security and other taxes	91,534	57,804
Other creditors	12,871	11,687
Accrued expenses	886,923	725,588
	<u>1,504,356</u>	<u>909,313</u>

Amounts owed to group undertakings are non-interest bearing and repayable on demand.

10. OPERATING LEASE COMMITMENTS

At 31 December 2017 the company had annual commitments under non-cancellable operating leases as set out below:

	2017	2016
	\$	\$
Expiring:		
Within one year	395,475	135,907
Between one and five years	<u>1,582,982</u>	-
	<u>1,978,457</u>	<u>135,907</u>

The above operating lease commitment is in respect of land and buildings.

11. PROVISIONS FOR LIABILITIES

	2017	2016
	\$	\$
Deferred tax	<u>35,048</u>	<u>2,342</u>
		Deferred tax
		\$
Balance at 1 January 2017		2,342
Provided during year		<u>32,706</u>
Balance at 31 December 2017		<u>35,048</u>

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

12. CALLED UP SHARE CAPITAL

Allotted and issued:		Nominal value:	2017 \$	2016 \$
Number:	Class:			
50,002	Ordinary	£1	<u>85,210</u>	<u>85,210</u>

13. RESERVES

	Retained earnings \$
At 1 January 2017	576,152
Profit for the year	<u>287,138</u>
At 31 December 2017	<u>863,290</u>

14. RELATED PARTY DISCLOSURES

During the year income of \$2,365,680 (2016: \$2,626,074) was derived from services provided to Kerogen Capital Limited, a group undertaking of the company. At 31 December 2017 Kerogen Capital (UK) Limited was owed \$367,822 (2016: \$864,593) by Kerogen Capital Limited.

During the year income of \$1,894,790 (2016: \$915,615) was derived from services provided to Kerogen Capital II Limited, a group undertaking of the company. At 31 December 2017 Kerogen Capital (UK) Limited owed \$352,602 (2016: \$3,444 owed from Kerogen Capital II Limited) to Kerogen Capital II Limited.

At 31 December 2017 Kerogen Capital (UK) Limited was owed \$3 (2016: \$3) by Kerogen Holdings Limited, its parent undertaking.

At 31 December 2017 Kerogen Capital (UK) Limited was owed \$152 (2016: \$59,733) by Kerogen General Partner Limited, a group undertaking of the company.

At 31 December 2017 Kerogen Capital (UK) Limited was owed \$123,463 (2016: \$68,682) by Kerogen General Partner II Limited, a group undertaking of the company.

15. ULTIMATE CONTROLLING PARTY

The immediate and ultimate parent undertaking is Kerogen Holding Limited, a company incorporated in the British Virgin Islands. The address of its registered office is Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

Kerogen Holding Limited is the smallest and largest group of undertakings to consolidate these financial statements as at 31 December 2017. The consolidated financial statements of Kerogen Holding Limited are available from Ritter House, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

The company is controlled equally by A M J Cheng and I Orchard. A M J Cheng and I Orchard are both directors of the immediate and ultimate parent undertaking, Kerogen Holding Limited.

16. EVENTS SINCE THE REPORTING PERIOD

There were no significant events since the statement of financial position date.

KEROGEN CAPITAL (UK) LIMITED (REGISTERED NUMBER: 07629141)

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 31 December 2017

17. FIRST YEAR ADOPTION

This is the first year that the company has presented its results under FRS 101. The last financial statements under FRS 102 Section 1A were for the year ended 31 December 2016. The date of transition was 1 January 2016. Adoption of FRS 101 has not resulted in any changes to the company's accounts and therefore no reconciliation from the date of transition has been prepared.

Companies House

BETA This is a trial service — your [feedback \(https://www.research.net/r/chbeta\)](https://www.research.net/r/chbeta) will help us to improve it.

- [All](#)
- [Companies \(https://beta.companieshouse.gov.uk/search/companies?q=KEROGEN\)](https://beta.companieshouse.gov.uk/search/companies?q=KEROGEN)
- [Officers \(https://beta.companieshouse.gov.uk/search/officers?q=KEROGEN\)](https://beta.companieshouse.gov.uk/search/officers?q=KEROGEN)
- [Disqualifications \(https://beta.companieshouse.gov.uk/search/disqualified-officers?q=KEROGEN\)](https://beta.companieshouse.gov.uk/search/disqualified-officers?q=KEROGEN)

- **[KEROGEN CONSULTING LTD \(https://beta.companieshouse.gov.uk/company/11222107\)](https://beta.companieshouse.gov.uk/company/11222107)**

11222107 - Incorporated on 23 February 2018
2 Bedford Road, London, United Kingdom, IG1 1EJ

- **[KEROGEN INVESTMENTS NO.28A \(UK\) LIMITED \(https://beta.companieshouse.gov.uk/company/10819556\)](https://beta.companieshouse.gov.uk/company/10819556)**

10819556 - Incorporated on 15 June 2017
6th Floor 50 Pall Mall, London, England, SW1Y 5JH

- **[KEROGEN INVESTMENTS NO. 28B \(UK\) LIMITED \(https://beta.companieshouse.gov.uk/company/11078305\)](https://beta.companieshouse.gov.uk/company/11078305)**

11078305 - Incorporated on 23 November 2017
6th Floor 50 Pall Mall, London, United Kingdom, SW1Y 5JH

- **[KEROGEN INVESTMENTS NO.28 \(UK\) LIMITED \(https://beta.companieshouse.gov.uk/company/10595804\)](https://beta.companieshouse.gov.uk/company/10595804)**

10595804 - Incorporated on 1 February 2017
6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

- **[KEROGEN OIL & GAS \(INTERNATIONAL\) LIMITED \(https://beta.companieshouse.gov.uk/company/09624119\)](https://beta.companieshouse.gov.uk/company/09624119)**

09624119 - Incorporated on 4 June 2015
The Old Workshop, 12b Kennerleys Lane, Wilmslow, Cheshire, United Kingdom, SK9 5EQ

- **[KEROGEN OIL & GAS LTD \(https://beta.companieshouse.gov.uk/company/09326871\)](https://beta.companieshouse.gov.uk/company/09326871)**

09326871 - Dissolved on 16 January 2018
The Old Workshop, 12b Kennerleys Lane, Wilmslow, Cheshire, United Kingdom, SK9 5EQ

- **[KEROGEN CAPITAL \(UK\) LIMITED \(https://beta.companieshouse.gov.uk/company/07629141\)](https://beta.companieshouse.gov.uk/company/07629141)**

07629141 - Incorporated on 10 May 2011
6th Floor 6th Floor, 50 Pall Mall, London, England, SW1Y 5JH

[Is there anything wrong with this page?](#)

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001713308			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Expansion Fund, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2017			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Expansion Fund, L.P.			
Street Address 1		Street Address 2	
Intertrust Corporate Services (Cayman)		Limited, 190 Elgin Avenue, George Town	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Grand Cayman	CAYMAN ISLANDS	KY1-9005	0013459433100

3. Related Persons

Last Name	First Name	Middle Name
Cheng	Jason	Aun Minn
Street Address 1	Street Address 2	
4802 Cheung Kong Centre	2 Queen's Road Central	
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	None
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Centre

2 Queen's Road Central

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

None

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group

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

5. Issuer Size

- | | | |
|--|----|---|
| Revenue Range | OR | 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 - | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |

<input type="checkbox"/> \$5,000,000	<input type="checkbox"/>
<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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> Not Applicable

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

<input checked="" type="checkbox"/> Investment Company Act Section 3(c)		
<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 ☒ 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 (select all that apply)

Check "All States" or check individual States

☐ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount \$300,000,000 USD or ☐ Indefinite

Total Amount Sold \$0 USD

Total Remaining to be Sold \$300,000,000 USD or ☐ 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, and enter the 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:

15. Sales Commissions & Finder's 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 ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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
Kerogen Expansion Fund, L.P.	Ivor Raymond Orchard	Ivor Raymond Orchard	Director of the General Partner of the Issuer	2017-07-28

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names <input type="checkbox"/> None	Entity Type
0001505828	Kerogen Exploration, Inc	<input checked="" type="checkbox"/> Corporation
Name of Issuer		<input type="checkbox"/> Limited Partnership
Kerogen Exploration, Inc.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
DELAWARE		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago		
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2010		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Exploration, Inc.			
Street Address 1		Street Address 2	
340 N Sam Houston Pkwy East Suite 249			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Houston	TEXAS	77060	832-202-9586

3. Related Persons

Last Name	First Name	Middle Name
Grigg	Murray	W.
Street Address 1	Street Address 2	
3207 Canna Lily Court		
City	State/Province/Country	ZIP/PostalCode
Kingwood	TEXAS	77345
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Hietala	Ronald	William
Street Address 1	Street Address 2	

64 Eagleview Way

City	State/Province/Country	ZIP/PostalCode
Cochrane	ALBERTA, CANADA	T4C 1P6

Relationship: ☒ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Fisher	Gary	
Street Address 1	Street Address 2	
56 Westover Dr. S.W.		
City	State/Province/Country	ZIP/PostalCode
Calgary	ALBERTA, CANADA	T3C 2S4

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Wickens	Jo Ann	
Street Address 1	Street Address 2	
4727 Montana Cres. N.W.		
City	State/Province/Country	ZIP/PostalCode
Calgary	ALBERTA, CANADA	T3B 1E6

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
March	Kathryn	S.
Street Address 1	Street Address 2	
12184 County Road 2175		
City	State/Province/Country	ZIP/PostalCode
Whitehouse	TEXAS	75791

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Leyden	Janice	
Street Address 1	Street Address 2	
620 Stoneleigh Drive		
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77079

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sloane	Jerry	D.
Street Address 1	Street Address 2	

17722 Memorial Springs Drive

City	State/Province/Country	ZIP/PostalCode
Tomball	TEXAS	77375

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sherman	Cris	
Street Address 1	Street Address 2	
11 Scenic Brook		
City	State/Province/Country	ZIP/PostalCode
The Woodlands	TEXAS	77382

Relationship: ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Reid	Hugh	
Street Address 1	Street Address 2	
1406 - 6th Street N.W.		
City	State/Province/Country	ZIP/PostalCode
Calgary	ALBERTA, CANADA	T2M 3E6

Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Thomas	Robert	
Street Address 1	Street Address 2	
1910 Alana Springs		
City	State/Province/Country	ZIP/PostalCode
Katy	TEXAS	77450

Relationship: ☐ Executive Officer ☐ Director ☒ 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 | <input type="checkbox"/> 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 type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as
an investment company under | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |

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

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐ Other Travel

☐ Other

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value 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

☐ 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

☐ Securities Act Section 4(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 [2010-12-28](#) ☐ 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)

☒ Equity ☐ Pooled Investment Fund Interests
☐ Debt ☐ Tenant-in-Common Securities
☐ Option, Warrant or Other Right to Acquire Another Security ☐ Mineral Property Securities
☐ 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 [\\$12,500](#) USD

12. Sales Compensation

Recipient Hugh Reid	Recipient CRD Number <input checked="" type="checkbox"/> None None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 1406 - 6th Street N.W.	Street Address 2	
City Calgary	State/Province/Country ALBERTA, CANADA	ZIP/Postal Code T2M 3E6
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input checked="" type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount [\\$1,500,000](#) USD or ☐ Indefinite
Total Amount Sold [\\$162,500](#) USD
Total Remaining to be Sold [\\$1,337,500](#) USD or ☐ 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, and enter the 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:

5

15. Sales Commissions & Finder's 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 \$7,500 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.

\$7,500 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, in the accordance with applicable law, 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 the issuer 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
Kerogen Exploration, Inc.	/s/ Murray W. Grigg	Murray W. Grigg	President and Chief Executive Officer	2010-12-30

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001713284			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Pandion Co-Investment Fund, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2017			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Pandion Co-Investment Fund, L.P.			
Street Address 1		Street Address 2	
Intertrust Corporate Services (Cayman)		Limited, 190 Elgin Avenue, George Town	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
Grand Cayman	CAYMAN ISLANDS	KY1-9005	0013459433100

3. Related Persons

Last Name	First Name	Middle Name
Cheng	Jason	Aun Minn
Street Address 1	Street Address 2	
4802 Cheung Kong Centre	2 Queen's Road Central	
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	None
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Centre

2 Queen's Road Central

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

None

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

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 | <input type="checkbox"/> 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 | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input checked="" type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| <input type="checkbox"/> Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | | |
|--|----|---|
| Revenue Range | OR | 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 - | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |

<input type="checkbox"/> \$5,000,000	<input type="checkbox"/>
<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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> Not Applicable

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

<input checked="" type="checkbox"/> Investment Company Act Section 3(c)		
<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 ☒ 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 (select all that apply)

Check "All States" or check individual States

☐ All States☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$300,000,000 USD or ☐ Indefinite

Total Amount Sold \$0 USD

Total Remaining to be Sold \$300,000,000 USD or ☐ 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, and enter the 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:

15. Sales Commissions & Finder's 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 ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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
Kerogen Pandion Co-Investment Fund, L.P.	Ivor Raymond Orchard	Ivor Raymond Orchard	Director of the General Partner of the Issuer	2017-07- 28

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* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001659806			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Zennor Co-investment Fund I, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2015			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Zennor Co-investment Fund I, L.P.			
Street Address 1		Street Address 2	
INTERTRUST CORP. SERVICES (CAYMAN) LTD.		190 ELGIN AVE.	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GRAND CAYMAN	CAYMAN ISLANDS	KY1-9005	345-943-3100

3. Related Persons

Last Name	First Name	Middle Name
Cheng	Jason	Aun Minn
Street Address 1	Street Address 2	
4802 Cheung Kong Centre	2 Queen's Road Central	
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Centre

2 Queen's Road Central

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group

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

5. Issuer Size

- | | | |
|--|----|---|
| Revenue Range | OR | 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 - | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |

<input type="checkbox"/> \$5,000,000	<input type="checkbox"/>
<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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> 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 checked="" type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 ☒ 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 (select all that apply)

Check "All States" or check individual States

☐ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount \$200,000,000 USD or ☐ Indefinite

Total Amount Sold \$0 USD

Total Remaining to be Sold \$200,000,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests. The total offering amount in this item 13 is the aggregate amount offered by the Issuer and its parallel entity.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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 & Finder's 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 ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Kerogen Zennor Co-investment Fund I, L.P.	Jason Aun Minn Cheng	Jason Aun Minn Cheng	Director of the General Partner of the Issuer	2015-11-30

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* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001659805			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Zennor Co-investment Fund II, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2015			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Zennor Co-investment Fund II, L.P.			
Street Address 1		Street Address 2	
INTERTRUST CORP. SERVICES (CAYMAN) LTD.		190 ELGIN AVE.	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GRAND CAYMAN	CAYMAN ISLANDS	KY1-9005	345-943-3100

3. Related Persons

Last Name	First Name	Middle Name
Cheng	Jason	Aun Minn
Street Address 1	Street Address 2	
4802 Cheung Kong Centre	2 Queen's Road Central	
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Centre

2 Queen's Road Central

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

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 | <input type="checkbox"/> 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 | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| <input type="checkbox"/> Hedge Fund | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input checked="" type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| <input type="checkbox"/> Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

- | | | |
|--|----|---|
| Revenue Range | OR | 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 - | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |

<input type="checkbox"/> \$5,000,000	<input type="checkbox"/>
<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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> 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 checked="" type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 ☒ 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 (select all that apply)

Check "All States" or check individual States

☐ All States☐ Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$200,000,000 USD or ☐ Indefinite

Total Amount Sold \$0 USD

Total Remaining to be Sold \$200,000,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests. The total offering amount in this item 13 is the aggregate amount offered by the Issuer and its parallel entity.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:

15. Sales Commissions & Finder's 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 ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Kerogen Zennor Co-investment Fund II, L.P.	Jason Aun Minn Cheng	Jason Aun Minn Cheng	Director of the General Partner of the Issuer	2015-11-30

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001586425			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Co-investment Fund II, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2013			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Co-investment Fund II, L.P.			
Street Address 1		Street Address 2	
C/O INTERTRUST CORP SVCS (CAYMAN) LTD		190 ELGIN AVENUE	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GEORGE TOWN, GRAND CAYMAN	CAYMAN ISLANDS	KY1-9005	011-852-2127-3096

3. Related Persons

Last Name	First Name	Middle Name
Kerogen General Partner Limited	N/A	
Street Address 1	Street Address 2	
c/o Intertrust Corp Svcs (Cayman) Ltd	190 Elgin Avenue	
City	State/Province/Country	ZIP/PostalCode
George Town, Grand Cayman	CAYMAN ISLANDS	KY1-9005
Relationship: <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[General Partner of Issuer](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Center

2 Queen's Road Central

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Cheng

Jason

Aun Minn

Street Address 1

Street Address 2

4802 Cheung Kong Center

2 Queen's Road Central

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group☐ Agriculture

Health Care

☐ Retailing

Banking & Financial Services

☐ Biotechnology☐ Restaurants☐ Commercial Banking☐ Health Insurance

Technology

☐ Insurance☐ Hospitals & Physicians☐ Computers☐ Investing☐ Pharmaceuticals☐ Telecommunications☐ Investment Banking☐ Other Health Care☐ Other Technology☒ Pooled Investment Fund☐ Hedge Fund☐ Manufacturing

Travel

☒ Private Equity Fund

Real Estate

☐ Airlines & Airports☐ Venture Capital Fund☐ Commercial☐ Lodging & Conventions☐ Other Investment Fund☐ Construction☐ Tourism & Travel Services

Is the issuer registered as an investment company under the Investment Company Act of 1940?

☐ REITS & Finance☐ Other Travel☐ Yes☒ No☐ Residential☐ Other☐ Other Real Estate☐ Other Banking & Financial Services☐ Business Services

Energy

☐ Coal Mining☐ Electric Utilities☐ Energy Conservation☐ Environmental Services☐ Oil & Gas



Other Energy

5. Issuer Size

Revenue Range	OR	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 checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> 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
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<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

☒ New Notice Date of First Sale **2013-08-31** ☐ 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)

<input type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities

☐ 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 <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite
Total Amount Sold \$50,000,000 USD
Total Remaining to be Sold USD or ☒ 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, and enter the 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:

15. Sales Commissions & Finder's 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, in the accordance with applicable law, 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 the issuer 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
Kerogen Co-investment Fund II, L.P.	/s/ Jason Cheng	Jason Cheng	Director of General Partner of Issuer	2013-09-11

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001550417			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Energy Fund B, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2011			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Energy Fund B, L.P.			
Street Address 1		Street Address 2	
WALKERS CORPORATE SERVICES LIMITED		WALKER HOUSE, 87 MARY STREET	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GEORGE TOWN, GRAND CAYMAN	CAYMAN ISLANDS	KY1-9005	011-852-2127-3096

3. Related Persons

Last Name	First Name	Middle Name
Kerogen General Partner Limited	N/A	
Street Address 1	Street Address 2	
Walkers Corporate Services Limited	Walker House, 87 Mary Street	
City	State/Province/Country	ZIP/PostalCode
George Town, Grand Cayman	CAYMAN ISLANDS	KY1-9005
Relationship: <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[General Partner](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

Suite 3305, 33/F, Bank of America
Tower

12 Harcourt Road

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Cheng

Jason

Aun Minn

Street Address 1

Street Address 2

Suite 3305, 33/F, Bank of America
Tower

12 Harcourt Road

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group☐ Agriculture

Health Care

☐ Retailing

Banking & Financial Services

☐ Biotechnology☐ Restaurants☐ Commercial Banking☐ Health Insurance

Technology

☐ Insurance☐ Hospitals & Physicians☐ Computers☐ Investing☐ Pharmaceuticals☐ Telecommunications☐ Investment Banking☐ Other Health Care☐ Other Technology☒ Pooled Investment Fund☐ Hedge Fund☐ Manufacturing

Travel

☒ Private Equity Fund

Real Estate

☐ Airlines & Airports☐ Venture Capital Fund☐ Commercial☐ Lodging & Conventions☐ Other Investment Fund☐ Construction☐ Tourism & Travel ServicesIs the issuer registered as
an investment company under
the Investment Company
Act of 1940?☐ REITS & Finance☐ Other Travel☐ Yes☒ No☐ Residential☐ Other☐ Other Real Estate☐ Other Banking & Financial Services☐ Business Services

Energy

☐ Coal Mining☐ Electric Utilities☐ Energy Conservation☐

☐ Environmental Services☐ Oil & Gas☐ Other Energy**5. Issuer Size**

Revenue Range	OR	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 checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> 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
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<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

☒ New Notice Date of First Sale [2012-07-16](#) ☐ 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)

<input type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/>	<input type="checkbox"/>

☐ Debt
 ☐ Tenant-in-Common Securities
☐ Option, Warrant or Other Right to Acquire Another Security
 ☐ Mineral Property Securities
☐ 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 \$5,000,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
Forbes Private Capital Group	122341	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
None	None	
Street Address 1	Street Address 2	
142 West 57th Street, 12th Fl		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite

Total Amount Sold \$20,000,000 USD

Total Remaining to be Sold USD or ☒ 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, and enter the 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:

15. Sales Commissions & Finder's 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 \$612,752 USD ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
Kerogen Energy Fund B, L.P.	/s/ Jason Cheng	Jason Cheng	Director, Kerogen General Partner Limited	2012-07-25

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) [0001552689](#)
Name of Issuer [Kerogen Energy Fund C \(Co-Investment\), L.P.](#)
Jurisdiction of Incorporation/Organization [CAYMAN ISLANDS](#)
Year of Incorporation/Organization
☐ Over Five Years Ago
☒ Within Last Five Years (Specify Year) [2012](#)
☐ Yet to Be Formed

Previous Names ☒ None

Entity Type
☐ Corporation
☒ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Kerogen Energy Fund C \(Co-Investment\), L.P.](#)
Street Address 1 [C/O WALKERS CORPORATE SERVICES LIMITED](#)
City [GEORGE TOWN, GRAND CAYMAN](#) State/Province/Country [CAYMAN ISLANDS](#) ZIP/PostalCode [KY1-9005](#) Phone Number of Issuer [011-852-2127-3096](#)
Street Address 2 [WALKER HOUSE, 87 MARY STREET](#)

3. Related Persons

Last Name [Kerogen General Partner Limited](#) First Name [N/A](#) Middle Name
Street Address 1 [Walkers Corporate Services Limited](#) Street Address 2 [Walker House, 87 Mary Street](#)
City [George Town, Grand Cayman](#) State/Province/Country [CAYMAN ISLANDS](#) ZIP/PostalCode [KY1-9905](#)
Relationship: ☐ Executive Officer ☐ Director ☒ Promoter

Clarification of Response (if Necessary):

[General Partner](#)

Last Name	First Name	Middle Name
Orchard	Ivor	Raymond
Street Address 1	Street Address 2	
Suite 3305, 33/F, Bank of America Tower	12 Harcourt Road	
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Cheng	Jason	Aun Minn
Street Address 1	Street Address 2	
Suite 3305, 33/F, Bank of America Tower	12 Harcourt Road	
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

4. Industry Group

- | | | |
|---|---|--|
| <input type="checkbox"/> Agriculture | Health Care | <input type="checkbox"/> Retailing |
| 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 | <input type="checkbox"/> Manufacturing | Travel |
| <input type="checkbox"/> Hedge Fund | Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input checked="" type="checkbox"/> Private Equity Fund | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Venture Capital Fund | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Investment Fund | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Other Banking & Financial Services | | |
| <input type="checkbox"/> Business Services | | |
| Energy | | |
| <input type="checkbox"/> Coal Mining | | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |

☐ Environmental Services☐ Oil & Gas☐ Other Energy**5. Issuer Size**

Revenue Range	OR	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 checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> 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
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<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

☒ New Notice Date of First Sale **2012-07-16** ☐ 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)

<input type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/>	<input type="checkbox"/>

☐ Debt
 ☐ Tenant-in-Common Securities
☐ Option, Warrant or Other Right to Acquire Another Security
 ☐ Mineral Property Securities
☐ 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 \$5,000,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite
 Total Amount Sold \$26,250,000 USD
 Total Remaining to be Sold USD or ☒ 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, and enter the 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:

15. Sales Commissions & Finder's 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, in the accordance with applicable law, 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 the issuer 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
Kerogen Energy Fund C (Co-Investment), L.P.	/s/ Jason Cheng	Jason Cheng	Director, Kerogen General Partner Limited	2012-07-25

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)

[0001632236](#)

Name of Issuer

[Kerogen Energy Fund II \(UT Co-Investment\), L.P.](#)

Jurisdiction of

Incorporation/Organization

[CAYMAN ISLANDS](#)

Year of Incorporation/Organization

☐ Over Five Years Ago

☒ Within Last Five Years (Specify Year) [2014](#)

☐ Yet to Be Formed

Previous
Names

☒ None

Entity Type

☐ Corporation

☒ Limited Partnership

☐ Limited Liability Company

☐ General Partnership

☐ Business Trust

☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

[Kerogen Energy Fund II \(UT Co-Investment\), L.P.](#)

Street Address 1

[INTERTRUST CORP. SERVICES \(CAYMAN\) LTD.](#)

Street Address 2

[190 ELGIN AVE, GEORGE TOWN](#)

City

[GRAND CAYMAN](#)

State/Province/Country

[CAYMAN ISLANDS](#)

ZIP/PostalCode

[KY1-9005](#)

Phone Number of Issuer

[345-949-4123](#)

3. Related Persons

Last Name

[Cheng](#)

First Name

[Jason](#)

Middle Name

[Aun Minn](#)

Street Address 1

[4802 Cheung Kong Centre, 2 Queen's Road](#)

Street Address 2

City

[Hong Kong](#)

State/Province/Country

[HONG KONG](#)

ZIP/PostalCode

[00000](#)

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
Orchard	Ivor	Raymond
Street Address 1	Street Address 2	
4802 Cheung Kong Centre, 2 Queen's Road		
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group

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

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/>		<input type="checkbox"/>

<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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> 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 checked="" type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☐ New Notice Date of First Sale **2015-01-30** ☐ 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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 \$**10,000,000** USD

12. Sales Compensation

Recipient

Park Hill Group LLC

Recipient CRD Number ☐ None

135898

(Associated) Broker or Dealer ☒ None(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

901, Two IFC

Street Address 2

8 Finance Street

City

Hong Kong

State/Province/Country

HONG KONG

ZIP/Postal Code

00000

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

☒ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount \$1,500,000,000 USD or ☐ Indefinite

Total Amount Sold \$515,755,000 USD

Total Remaining to be Sold \$984,245,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:

15. Sales Commissions & Finder's 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 \$3,006,353 USD ☒ EstimateFinders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

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 general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

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, in the accordance with applicable law, 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 the issuer 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Kerogen Energy Fund II (UT Co-Investment), L.P.	Jason Aun Minn Cheng	Jason Aun Minn Cheng	Director	2016-01-27

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The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	<input checked="" type="checkbox"/> None	Entity Type
0001632232			<input type="checkbox"/> Corporation
Name of Issuer			<input checked="" type="checkbox"/> Limited Partnership
Kerogen Energy Fund II B, L.P.			<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization			<input type="checkbox"/> General Partnership
CAYMAN ISLANDS			<input type="checkbox"/> Business Trust
Year of Incorporation/Organization			<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago			
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2014			
<input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Energy Fund II B, L.P.			
Street Address 1		Street Address 2	
INTERTRUST CORP. SERVICES (CAYMAN) LTD.		190 ELGIN AVE, GEORGE TOWN	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GRAND CAYMAN	CAYMAN ISLANDS	KY1-9005	345-949-4123

3. Related Persons

Last Name	First Name	Middle Name
Cheng	Jason	Aun Minn
Street Address 1	Street Address 2	
4802 Cheung Kong Centre, 2 Queen's Road		
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Centre, 2 Queen's Road

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

000000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group

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

5. Issuer Size

Revenue Range

OR

Aggregate Net Asset Value Range

☐ No Revenues☐ No Aggregate Net Asset Value☐ \$1 - \$1,000,000☐ \$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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> 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 checked="" type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☐ New Notice Date of First Sale 2015-01-30 ☐ 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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 \$10,000,000 USD

12. Sales Compensation

Recipient

Park Hill Group LLC

Recipient CRD Number ☐ None

135898

(Associated) Broker or Dealer ☒ None(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

901, Two IFC

Street Address 2

8 Finance Street

City

Hong Kong

State/Province/Country

HONG KONG

ZIP/Postal Code

00000

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

☒ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount \$1,500,000,000 USD or ☐ Indefinite

Total Amount Sold \$515,755,000 USD

Total Remaining to be Sold \$984,245,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:

15. Sales Commissions & Finder's 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 \$3,006,353 USD ☒ EstimateFinders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

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 general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

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, in the accordance with applicable law, 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 the issuer 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Kerogen Energy Fund II B, L.P.	Jason Aun Minn Cheng	Jason Aun Minn Cheng	Director	2016-01-27

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) [0001632235](#)
Name of Issuer [Kerogen Energy Fund II Co-investment Fund A, L.P.](#)
Jurisdiction of Incorporation/Organization [CAYMAN ISLANDS](#)
Year of Incorporation/Organization
☐ Over Five Years Ago
☒ Within Last Five Years (Specify Year) [2014](#)
☐ Yet to Be Formed

Previous Names ☒ None

Entity Type
☐ Corporation
☒ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Kerogen Energy Fund II Co-investment Fund A, L.P.](#)
Street Address 1 [INTERTRUST CORP. SERVICES \(CAYMAN\) LTD.](#)
City [GRAND CAYMAN](#) State/Province/Country [CAYMAN ISLANDS](#) ZIP/PostalCode [KY1-9005](#)
Street Address 2 [190 ELGIN AVE, GEORGE TOWN](#)
Phone Number of Issuer [345-949-4123](#)

3. Related Persons

Last Name [Cheng](#) First Name [Jason](#) Middle Name [Aun Minn](#)
Street Address 1 [4802 Cheung Kong Centre, 2 Queen's Road](#) Street Address 2
City [Hong Kong](#) State/Province/Country [HONG KONG](#) ZIP/PostalCode [00000](#)
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name	First Name	Middle Name
Orchard	Ivor	Raymond
Street Address 1	Street Address 2	
4802 Cheung Kong Centre, 2 Queen's Road		
City	State/Province/Country	ZIP/PostalCode
Hong Kong	HONG KONG	00000
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group

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

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/>		<input type="checkbox"/>

<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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> 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 checked="" type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☐ New Notice Date of First Sale **2015-01-30** ☐ 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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 \$**10,000,000** USD

12. Sales Compensation

Recipient

Park Hill Group LLC

Recipient CRD Number ☐ None

135898

(Associated) Broker or Dealer ☒ None(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

901, Two IFC

Street Address 2

8 Finance Street

City

Hong Kong

State/Province/Country

HONG KONG

ZIP/Postal Code

000000

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

☒ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount \$1,500,000,000 USD or ☐ Indefinite

Total Amount Sold \$515,755,000 USD

Total Remaining to be Sold \$984,245,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:

15. Sales Commissions & Finder's 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 \$3,006,353 USD ☒ EstimateFinders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

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 general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

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, in the accordance with applicable law, 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 the issuer 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Kerogen Energy Fund II Co-investment Fund A, L.P.	Jason Aun Minn Cheng	Jason Aun Minn Cheng	Director	2016-01-27

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* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) [0001632231](#)
Name of Issuer [Kerogen Energy Fund II, L.P.](#)
Jurisdiction of Incorporation/Organization [CAYMAN ISLANDS](#)
Year of Incorporation/Organization
☐ Over Five Years Ago
☒ Within Last Five Years (Specify Year) [2014](#)
☐ Yet to Be Formed

Previous Names ☒ None

Entity Type
☐ Corporation
☒ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Kerogen Energy Fund II, L.P.](#)
Street Address 1 [INTERTRUST CORP. SERVICES \(CAYMAN\) LTD.](#)
Street Address 2 [190 ELGIN AVE](#)
City [GRAND CAYMAN](#) State/Province/Country [CAYMAN ISLANDS](#) ZIP/PostalCode [KY1-9005](#) Phone Number of Issuer [345-949-4123](#)

3. Related Persons

Last Name [Cheng](#) First Name [Jason](#) Middle Name [Aun Minn](#)
Street Address 1 [4802 Cheung Kong Centre, 2 Queen's Road](#) Street Address 2
City [Hong Kong](#) State/Province/Country [HONG KONG](#) ZIP/PostalCode [00000](#)
Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

[Director of the General Partner of the Issuer](#)

Last Name First Name Middle Name

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

4802 Cheung Kong Centre, 2 Queen's Road

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Director of the General Partner of the Issuer

4. Industry Group☐ Agriculture

Banking & Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☒ Pooled Investment Fund☐ Hedge Fund☒ Private Equity Fund☐ Venture Capital Fund☐ Other Investment 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

OR

Aggregate Net Asset Value Range

☐ No Revenues☐ No Aggregate Net Asset Value☐ \$1 - \$1,000,000☐ \$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 checked="" type="checkbox"/> Decline to Disclose	<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable	<input type="checkbox"/> 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 checked="" type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 505	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input checked="" type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☐ New Notice Date of First Sale **2015-01-30** ☐ 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)

<input checked="" type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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 \$**10,000,000** USD

12. Sales Compensation

Recipient

Park Hill Group LLC

Recipient CRD Number ☐ None

135898

(Associated) Broker or Dealer ☒ None(Associated) Broker or Dealer CRD Number ☒ None

None

None

Street Address 1

901, Two IFC

Street Address 2

8 Finance Street

City

Hong Kong

State/Province/Country

HONG KONG

ZIP/Postal Code

00000

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States

☒ All States☐ Foreign/non-US**13. Offering and Sales Amounts**Total Offering Amount \$1,500,000,000 USD or ☐ Indefinite

Total Amount Sold \$515,755,000 USD

Total Remaining to be Sold \$984,245,000 USD or ☐ Indefinite

Clarification of Response (if Necessary):

Includes amounts in respect of Issuer's parallel entities. The general partner of the Issuer reserves the right to offer a greater or lesser amount of limited partner interests.

14. Investors☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the 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:

15. Sales Commissions & Finder's 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 \$3,006,353 USD ☒ EstimateFinders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Placement agents have been retained and will be apportioned a percentage of commitments raised. The estimate above is an estimate of fees paid and to be paid to the agents by the Issuer and its parallel funds.

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 general partner (or its affiliate) is entitled to a performance allocation. The investment manager is also entitled to a management fee. The performance allocation and management fee are fully discussed in the Issuer's confidential offering materials.

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, in the accordance with applicable law, 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 the issuer 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 Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) 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
Kerogen Energy Fund II, L.P.	Jason Aun Minn Cheng	Jason Aun Minn Cheng	Director	2016-01-27

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names <input type="checkbox"/> None	Entity Type
0001550410	Kerogen Energy Fund I, L.P.	<input type="checkbox"/> Corporation
Name of Issuer		<input checked="" type="checkbox"/> Limited Partnership
Kerogen Energy Fund, L.P.		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
CAYMAN ISLANDS		<input type="checkbox"/> Business Trust
Year of Incorporation/Organization		<input type="checkbox"/> Other (Specify)
<input type="checkbox"/> Over Five Years Ago		
<input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2010		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Kerogen Energy Fund, L.P.			
Street Address 1		Street Address 2	
C/O WALKERS CORPORATE SERVICES LIMITED		WALKER HOUSE, 87 MARY STREET	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
GEORGE TOWN, GRAND CAYMAN	CAYMAN ISLANDS	KY1-9005	011-852-2127-3096

3. Related Persons

Last Name	First Name	Middle Name
Kerogen General Partner Limited	N/A	
Street Address 1	Street Address 2	
Walkers Corporate Services Limited	Walker House, 87 Mary Street	
City	State/Province/Country	ZIP/PostalCode
George Town, Grand Cayman	CAYMAN ISLANDS	KY1-9005
Relationship: <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input checked="" type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[General Partner](#)

Last Name	First Name	Middle Name
-----------	------------	-------------

Orchard

Ivor

Raymond

Street Address 1

Street Address 2

Suite 3305, 33/F, Bank of America
Tower

12 Harcourt Road

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Cheng

Jason

Aun Minn

Street Address 1

Street Address 2

Suite 3305, 33/F, Bank of America
Tower

12 Harcourt Road

City

State/Province/Country

ZIP/PostalCode

Hong Kong

HONG KONG

00000

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group☐ Agriculture

Health Care

☐ Retailing

Banking & Financial Services

☐ Biotechnology☐ Restaurants☐ Commercial Banking☐ Health Insurance

Technology

☐ Insurance☐ Hospitals & Physicians☐ Computers☐ Investing☐ Pharmaceuticals☐ Telecommunications☐ Investment Banking☐ Other Health Care☐ Other Technology☒ Pooled Investment Fund☐ Hedge Fund☐ Manufacturing

Travel

☒ Private Equity Fund

Real Estate

☐ Airlines & Airports☐ Venture Capital Fund☐ Commercial☐ Lodging & Conventions☐ Other Investment Fund☐ Construction☐ Tourism & Travel ServicesIs the issuer registered as
an investment company under
the Investment Company
Act of 1940?☐ REITS & Finance☐ Other Travel☐ Yes☒ No☐ Residential☐ Other☐ Other Real Estate☐ Other Banking & Financial Services☐ Business Services

Energy

☐ Coal Mining☐ Electric Utilities☐ Energy Conservation☐

☐ Environmental Services☐ Oil & Gas☐ Other Energy**5. Issuer Size**

Revenue Range	OR	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 checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> 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
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<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

☒ New Notice Date of First Sale [2012-07-16](#) ☐ 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)

<input type="checkbox"/> Equity	<input checked="" type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/>	<input type="checkbox"/>

☐ Debt
 ☐ Tenant-in-Common Securities
☐ Option, Warrant or Other Right to Acquire Another Security
 ☐ Mineral Property Securities
☐ 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 \$1,000,000 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None	
Forbes Private Capital Group	122341	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1	Street Address 2	
142 West 57th Street, 12th Fl.		
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10019
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input checked="" type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount USD or ☒ Indefinite

Total Amount Sold \$148,750,000 USD

Total Remaining to be Sold USD or ☒ 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, and enter the 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:

15. Sales Commissions & Finder's 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 \$3,032,248 USD ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
Kerogen Energy Fund, L.P.	/s/ Jason Cheng	Jason Cheng	Director, Kerogen General Partner Limited	2012-07-25

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number) [0001556734](#)
Name of Issuer [Kerogen Energy Holdings LLC](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
☐ Over Five Years Ago
☒ Within Last Five Years (Specify Year) [2012](#)
☐ Yet to Be Formed

Previous Names ☒ None

Entity Type
☐ Corporation
☐ Limited Partnership
☒ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Kerogen Energy Holdings LLC](#)
Street Address 1 [340 N. SAM HOUSTON PKWY EAST, SUITE 249](#)
Street Address 2
City [HOUSTON](#) State/Province/Country [TEXAS](#) ZIP/PostalCode [77060](#) Phone Number of Issuer [\(281\) 839-2676](#)

3. Related Persons

Last Name [Grigg](#) First Name [Murray](#) Middle Name
Street Address 1 [340 N. Sam Houston Pkwy East, Suite 249](#) Street Address 2
City [Houston](#) State/Province/Country [TEXAS](#) ZIP/PostalCode [77060](#)
Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name [Kulpecz](#) First Name [Alex](#) Middle Name

Street Address 1	Street Address 2	
26 Milan Ests	Suite 7	
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77056
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Lancaster	John	
Street Address 1	Street Address 2	
712 Fifth Avenue	51st Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Staffieri	Brett	
Street Address 1	Street Address 2	
712 Fifth Avenue	51st Floor	
City	State/Province/Country	ZIP/PostalCode
New York	NEW YORK	10019
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Sherman	Cris	
Street Address 1	Street Address 2	
340 N. Sam Houston Pkwy East, Suite 249		
City	State/Province/Country	ZIP/PostalCode
Houston	TEXAS	77060
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
Hietala	Ron	
Street Address 1	Street Address 2	
Suite 2500, 639 - 5th Ave. S.W.		
City	State/Province/Country	ZIP/PostalCode
Calgary	ALBERTA, CANADA	T2P 0M9
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	Health Care	<input type="checkbox"/> Retailing
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 type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Business Services	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
Energy	<input type="checkbox"/> Residential	<input type="checkbox"/> Other
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Electric Utilities		
<input type="checkbox"/> Energy Conservation		
<input type="checkbox"/> Environmental Services		
<input checked="" type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

5. Issuer Size

Revenue Range	OR	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 checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> 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
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Securities Act Section 4(5)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input 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 type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

☒ New Notice Date of First Sale [2012-08-15](#) ☐ 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)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<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):

[Kerogen Energy Holdings LLC issued units to one investor as consideration in connection with the acquisition of all the interests of Kerogen Exploration LLC.](#)

11. Minimum Investment

Minimum investment accepted from any outside investor \$[0](#) USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales AmountsTotal Offering Amount USD or ☒ Indefinite

Total Amount Sold \$26,310,937 USD

Total Remaining to be Sold USD or ☒ 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, and enter the 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:

15. Sales Commissions & Finder's 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 ☐ EstimateFinders' 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, in the accordance with applicable law, 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 the issuer 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 Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
Kerogen Energy Holdings LLC	/s/ Cris Sherman	Cris Sherman	Senior Vice President and Chief Financial Officer	2012-08-27

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.