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

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

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	Entity Type
0001775734	<input type="checkbox"/> None	<input checked="" type="checkbox"/> Corporation
Name of Issuer	Beneficient Co Group, L.P.	<input type="checkbox"/> Limited Partnership
Beneficient		<input type="checkbox"/> Limited Liability Company
Jurisdiction of Incorporation/Organization		<input type="checkbox"/> General Partnership
NEVADA		<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) 2023		
<input type="checkbox"/> Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
Beneficient			
Street Address 1		Street Address 2	
325 N. SAINT PAUL STREET		SUITE 4850	
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
DALLAS	TEXAS	75201	2144454705

3. Related Persons

Last Name	First Name	Middle Name
Heppner	Brad	K.
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

[Chief Executive Officer and Director](#)

Last Name	First Name	Middle Name
Cangany, Jr.	Peter	T.
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
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
Silk	James	G.
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Executive Vice President, Chief Legal Officer, Director

Last Name	First Name	Middle Name
Fletcher	Derek	
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Fiduciary Officer, Director

Last Name	First Name	Middle Name
Welday	Jeff	
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Global Head of Originations & Distribution

Last Name	First Name	Middle Name
Ezell	Greg	
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer

Last Name	First Name	Middle Name
Wilson	Scott	
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Underwriting Officer

Last Name	First Name	Middle Name
Rutledge	Maria	S.
Street Address 1	Street Address 2	
325 N. Saint Paul St.	Suite 4850	
City	State/Province/Country	ZIP/PostalCode
Dallas	TEXAS	75201
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Technology Officer

Last Name	First Name	Middle Name
Lockhart	Dennis	P.
Street Address 1	Street Address 2	

325 N. Saint Paul St.

Suite 4850

City

State/Province/Country

ZIP/PostalCode

Dallas

TEXAS

75201

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Hicks

Thomas

O.

Street Address 1

Street Address 2

325 N. Saint Paul St.

Suite 4850

City

State/Province/Country

ZIP/PostalCode

Dallas

TEXAS

75201

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Hill

Emily

B.

Street Address 1

Street Address 2

325 N. Saint Paul St.

Suite 4850

City

State/Province/Country

ZIP/PostalCode

Dallas

TEXAS

75201

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Fisher

Richard

W.

Street Address 1

Street Address 2

325 N. Saint Paul St.

Suite 4850

City

State/Province/Country

ZIP/PostalCode

Dallas

TEXAS

75201

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Schnitzer

Bruce

W.

Street Address 1

Street Address 2

325 N. Saint Paul St.

Suite 4850

City

State/Province/Country

ZIP/PostalCode

Dallas

TEXAS

75201

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture

☐ Banking & Financial Services

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

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

☐ Yes ☐ No

☒ Other Banking & Financial Services

Health Care

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

Real Estate

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Retailing

☐ Restaurants

Technology

☐ Computers

☐ Telecommunications

☐ Other Technology

Travel

☐ Airlines & Airports

☐ Lodging & Conventions

☐ Tourism & Travel Services

☐

<input checked="" type="checkbox"/> Business Services	<input type="checkbox"/> Residential	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Energy	<input type="checkbox"/> Other Real Estate	<input type="checkbox"/> Other
<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 - \$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"/> 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 506(b)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<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

<input checked="" type="checkbox"/> New Notice	Date of First Sale	2024-03-06	<input type="checkbox"/> First Sale Yet to Occur
<input type="checkbox"/> Amendment			

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> 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 checked="" 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):

[Limited partners in the investors have the right to determine the level of participation of the investors.](#)

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

AltAccess Securities Company, L.P.

(Associated) Broker or Dealer ☒ None

None

Street Address 1

325 N. Saint Paul Street

City

Dallas

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

Check "All States" or check individual States ☐ All States

NEW YORK

Recipient CRD Number ☐ None

119441

(Associated) Broker or Dealer CRD Number ☒ None

None

Street Address 2

30th Floor

State/Province/Country

TEXAS

ZIP/Postal Code

75201

13. Offering and Sales Amounts

Total Offering Amount \$62,096,231 USD or ☐ Indefinite

Total Amount Sold \$62,096,231 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The amount represents the maximum stated value of the Convertible Resettable Preferred Stock issuable in the offering. The amount issued depends on the level of participation by the limited partners of the investors.

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:

3

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 \$1,800,790 USD ☒ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Represents sales commissions to be paid to AltAccess Securities Company, L.P. as of the Closing Date based upon the stated value of the Convertible Resettable Preferred Stock actually sold in the offering.

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
Beneficient	David B. Rost	David B. Rost	General Counsel	2024-03-12

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.