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The reader should not assume that the information is accurate and complete.

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.**

### OMB APPROVAL

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

## FORM D

### Notice of Exempt Offering of Securities

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#### **1. Issuer's Identity**

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CIK (Filer ID Number)

0002081013

Previous Names

None

Entity Type

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

Name of Issuer

Base Case Capital III L.P.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2025

Yet to Be Formed

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

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Name of Issuer

Base Case Capital III L.P.

Street Address 1

548 MARKET STREET PMB 26204

Street Address 2

City

SAN FRANCISCO

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94104

Phone Number of Issuer

206-200-6858

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#### **3. Related Persons**

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Last Name

Goyal

First Name

Alana

Middle Name

Street Address 1

548 Market Street PMB 26204

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94104

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Managing Member of the General Partner

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#### **4. Industry Group**

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- 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

- |   |  |
|---|--|
| <p>Health Care</p> <p><input type="checkbox"/> Biotechnology</p> <p><input type="checkbox"/> Health Insurance</p> <p><input type="checkbox"/> Hospitals &amp; Physicians</p> <p><input type="checkbox"/> Pharmaceuticals</p> <p><input type="checkbox"/> Other Health Care</p>    | <p>Retailing</p> <p><input type="checkbox"/> Restaurants</p> <p>Technology</p> <p><input type="checkbox"/> Computers</p> <p><input type="checkbox"/> Telecommunications</p> <p><input type="checkbox"/> Other Technology</p>   |
| <p>Manufacturing</p> <p>Real Estate</p> <p><input type="checkbox"/> Commercial</p> <p><input type="checkbox"/> Construction</p> <p><input type="checkbox"/> REITS &amp; Finance</p> <p><input type="checkbox"/> Residential</p> <p><input type="checkbox"/> Other Real Estate</p> | <p>Travel</p> <p><input type="checkbox"/> Airlines &amp; Airports</p> <p><input type="checkbox"/> Lodging &amp; Conventions</p> <p><input type="checkbox"/> Tourism &amp; Travel Services</p> <p><input type="checkbox"/> Other Travel</p> <p><input type="checkbox"/> Other</p> |

## 5. Issuer Size

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- |   |           |   |
|---|-----------|---|
| <p>Revenue Range</p> <p><input type="checkbox"/> No Revenues</p> <p><input type="checkbox"/> \$1 - \$1,000,000</p> <p><input type="checkbox"/> \$1,000,001 - \$5,000,000</p> <p><input type="checkbox"/> \$5,000,001 - \$25,000,000</p> <p><input type="checkbox"/> \$25,000,001 - \$100,000,000</p> <p><input type="checkbox"/> Over \$100,000,000</p> <p><input type="checkbox"/> Decline to Disclose</p> <p><input checked="" type="checkbox"/> Not Applicable</p> | <p>OR</p> | <p>Aggregate Net Asset Value Range</p> <p><input type="checkbox"/> No Aggregate Net Asset Value</p> <p><input type="checkbox"/> \$1 - \$5,000,000</p> <p><input type="checkbox"/> \$5,000,001 - \$25,000,000</p> <p><input type="checkbox"/> \$25,000,001 - \$50,000,000</p> <p><input type="checkbox"/> \$50,000,001 - \$100,000,000</p> <p><input type="checkbox"/> Over \$100,000,000</p> <p><input type="checkbox"/> Decline to Disclose</p> <p><input type="checkbox"/> Not Applicable</p> |
|---|-----------|---|

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

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- Rule 504(b)(1) (not (i), (ii) or (iii))       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 checked="" type="checkbox"/> Rule 506(b)         | <input type="checkbox"/> Section 3(c)(4)            | <input type="checkbox"/> Section 3(c)(12) |
| <input 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 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 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)

All States

Check "All States" or check individual States

Foreign/non-US

**13. Offering and Sales Amounts**

Total Offering Amount \$100,000,000 USD or  Indefinite

Total Amount Sold \$0 USD

Total Remaining to be Sold \$100,000,000 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  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 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
Base Case Capital III L.P.	/s/ Alana Goyal	Alana Goyal	Managing Member of the General Partner	2025-08-14

*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.