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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	August 31, 2015
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001958024

Previous Names None

Entity Type

Name of Issuer

WestCap Strategic Operator Fund II Side-by-Side, L.P.

Jurisdiction of Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2022

Yet to Be Formed

Corporation

Limited Partnership

Limited Liability Company

General Partnership

Business Trust

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

WestCap Strategic Operator Fund II Side-by-Side, L.P.

Street Address 1

590 Pacific Avenue

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94133

Phone Number of Issuer

646-645-4356

3. Related Persons

Last Name

WestCap II SBS GP, LLC

First Name

n/a

Middle Name

Street Address 1

809 Broadway

Street Address 2

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10003

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

General Partner of the Issuer

Last Name

WestCap Management, LLC

First Name

n/a

Middle Name

Street Address 1

590 Pacific Avenue

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94133

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Investment Adviser of the Issuer

Last Name

Tosi

First Name

Laurence

Middle Name

A.

Street Address 1

590 Pacific Avenue

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94133

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Managing Member of the General Partner and Managing Member of the Investment Adviser

Last Name First Name Middle Name
Davis Michael
Street Address 1 Street Address 2
590 Pacific Avenue
City State/Province/Country ZIP/PostalCode
San Francisco CALIFORNIA 94133
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Chief Financial Officer and Chief Administrative Officer of the General Partner and Chief Financial Officer and Chief Administrative Officer of the Investment Adviser

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
- 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
 \$1,000,001 - \$5,000,000 \$5,000,001 - \$25,000,000
 \$5,000,001 - \$25,000,000 \$25,000,001 - \$50,000,000
 \$25,000,001 - \$100,000,000 \$50,000,001 - \$100,000,000
 Over \$100,000,000 Over \$100,000,000
 Decline to Disclose Decline to Disclose
 Not Applicable Not Applicable

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

Investment Company Act Section 3(c)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)

- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)

- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale **2023-03-31** 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)

- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- 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 |
| State(s) of Solicitation (select all that apply)
Check "All States" or check individual States <input type="checkbox"/> All States | ZIP/Postal Code |
| | <input type="checkbox"/> Foreign/non-US |

13. Offering and Sales Amounts

- Total Offering Amount \$30,815,000 USD or Indefinite
- Total Amount Sold \$30,815,000 USD
- Total Remaining to be Sold \$0 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

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 it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on 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
WestCap Strategic Operator Fund II Side-by-Side, L.P.	/s/ Michael Davis	Michael Davis	Chief Financial Officer	2024-10-25

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.