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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)

0002038259

Previous Names  None

Entity Type

Name of Issuer

FTV VIII, L.P.

Corporation

Limited Partnership

Jurisdiction of Incorporation/Organization

DELAWARE

Limited Liability Company

General Partnership

Year of Incorporation/Organization

Over Five Years Ago

Within Last Five Years (Specify Year) 2024

Business Trust

Yet to Be Formed

Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer

FTV VIII, L.P.

Street Address 1

601 CALIFORNIA STREET, FLOOR 19

Street Address 2

City

SAN FRANCISCO

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94108

Phone Number of Issuer

415-229-3000

3. Related Persons

Last Name

Bernstein

First Name

Brad

Middle Name

Street Address 1

535 Madison Avenue

Street Address 2

Floor 32

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Fleischman

First Name

Andy

Middle Name

Street Address 1

535 Madison Avenue

Street Address 2

Floor 32

City

New York

State/Province/Country

NEW YORK

ZIP/PostalCode

10022

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

Gilbert

First Name

Karen

Middle Name

Derr

Street Address 1

601 California Street, Floor 19

Street Address 2

City

San Francisco

State/Province/Country

CALIFORNIA

ZIP/PostalCode

94108

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name  
FTV VIII GP, L.P. N/A  
Street Address 1 Street Address 2  
601 California Street, Floor 19  
City State/Province/Country ZIP/PostalCode  
San Francisco CALIFORNIA 94108  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

General Partner (GP) of the Issuer

Last Name First Name Middle Name  
FTV VIII GP, L.L.C. N/A  
Street Address 1 Street Address 2  
601 California Street, Floor 19  
City State/Province/Country ZIP/PostalCode  
San Francisco CALIFORNIA 94108  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

GP of the GP of the Issuer

Last Name First Name Middle Name  
FTV Management Company, L.P. N/A  
Street Address 1 Street Address 2  
601 California Street, Floor 19  
City State/Province/Country ZIP/PostalCode  
San Francisco CALIFORNIA 94108  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Investment Manager of the Issuer

#### 4. Industry Group

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Agriculture   | 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       | 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<br>an investment company under<br>the Investment Company<br>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  |   |  |

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 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 EATON PARTNERS, A DIVISION OF STIFEL, NICOLAUS & COMPANY, INCORPORATED (Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	Recipient CRD Number <input type="checkbox"/> None 793 (Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None
Street Address 1 501 NORTH BROADWAY City	Street Address 2 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 USD or  Indefinite

Total Amount Sold \$0 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):

[The General Partner is entitled to a performance allocation. The Investment Manager is 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 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
FTV VIII, L.P.	Andy Fleischman	Andy Fleischman	Managing Member of the GP of the GP of FTV VIII, L.P.	2024-09-20

*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.

