



B #:	14776-21
Date:	March 3, 2021
To:	All Participants
Category:	Underwriting
From:	Underwriting Operations
Attention:	Managing Partner/Officer; Cashier, Operations, Data Processing, and Underwriting Managers
Subject:	Section 3(c)(7) restrictions for owners of the following issue: Venture 33 CLO, Limited and Venture 33 CLO, LLC

(A) CUSIP Numbers:

<u>Class</u>	<u>144A CUSIP</u>	<u>Reg S CUSIP</u>
Class A-1LR Notes	92330YAN3	G9380AAG6
Class A-1FR Notes	92330YAQ6	G9380AAH4
Class A-2R Notes	92330YAS2	G9380AAJ0
Class B-R Notes	92330YAU7	G9380AAK7
Class C-R Notes	92330YAW3	G9380AAL5

(B) Security Descriptions:

Venture 33 CLO, Limited and Venture 33 CLO, LLC:
U.S.\$333,000,000 Class A-1LR Senior Secured Floating Rate Notes due 2031
U.S.\$32,000,000 Class A-1FR Senior Secured Fixed Rate Notes due 2031
U.S.\$25,000,000 Class A-2R Senior Secured Floating Rate Notes due 2031
U.S.\$63,000,000 Class B-R Senior Secured Floating Rate Notes due 2031
U.S.\$37,500,000 Class C-R Mezzanine Secured Deferrable Floating Rate Notes due 2031

(C) Offering Amount:

U.S.\$490,500,000

(D) Managing Underwriter:

Jefferies LLC

(E) Paying Agent:

U.S. Bank National Association

(F) Closing Date:

February 26, 2021

Special Instructions:

Refer to the attachments for important instructions from the Co-Issuers.

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Venture 33 CLO, Limited
 c/o MaplesFS Limited
 P.O. Box 1093, Boundary Hall, Cricket Square
 Grand Cayman, KY1-1102, Cayman Islands
 Attention: The Directors

Venture 33 CLO, LLC
 c/o Puglisi & Associates
 850 Library Avenue, Suite 204
 Newark, Delaware 19711
 Attention: Donald J. Puglisi

Venture 33 CLO, Limited (the “Issuer”) and Venture 33 CLO, LLC (the “Co-Issuer”) and, together with the Issuer, the “Co-Issuers”):

U.S.\$333,000,000 Class A-1LR Senior Secured Floating Rate Notes due 2031
 U.S.\$32,000,000 Class A-1FR Senior Secured Fixed Rate Notes due 2031
 U.S.\$25,000,000 Class A-2R Senior Secured Floating Rate Notes due 2031
 U.S.\$63,000,000 Class B-R Senior Secured Floating Rate Notes due 2031
 U.S.\$37,500,000 Class C-R Mezzanine Secured Deferrable Floating Rate Notes due 2031

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The Co-Issuers and Jefferies LLC (the “Initial Purchaser”) are putting Participants on notice that they are required to follow these purchase and transfer restrictions with regard to the above referenced securities.

In order to qualify for the exemption provided by Section 3(c)(7) under the Investment Company Act of 1940, as amended (the “Investment Company Act”), and the exemption provided by Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), offers, sales and resales of the securities listed above (the “Securities”) within the United States or to U.S. Persons may only be made in minimum denominations of U.S.\$100,000 and integral multiples of U.S.\$1 in excess thereof to “qualified institutional buyers” (“QIBs”) within the meaning of Rule 144A that are also “qualified purchasers” (“QPs”) within the meaning of Section 2(a)(51)(A) of the Investment Company Act or entities owned exclusively by QPs. Each purchaser of Securities (1) represents to and agrees with the Co-Issuers and the Initial Purchaser that (A)(i) the purchaser is a QIB who is either a QP or is owned exclusively by QPs (a “QIB/QP”); (ii) the purchaser is not a broker-dealer which owns and invests on a discretionary basis less than U.S.\$25 million in securities of unaffiliated issuers; (iii) the purchaser is not a participant-directed employee plan, such as a 401(k) plan; (iv) the QIB/QP is acting for its own account, or the account of another QIB/QP; (v) the purchaser is not formed for the purpose of investing in the Co-Issuers; (vi) the purchaser, and each account for which it is purchasing, will hold and transfer at least the minimum

denomination of Securities; (vii) the purchaser understands that the Co-Issuers may receive a list of participants holding positions in its securities from one or more book-entry depositaries; and (viii) the purchaser will provide notice of the transfer restrictions to any subsequent transferees; or (B) it is not a U.S. Person and is purchasing the Securities outside the United States and (2) acknowledges that the Co-Issuers have not been registered under the Investment Company Act and the Securities have not been registered under the Securities Act and represents to and agrees with the Co-Issuers and the Initial Purchaser that, for so long as the Securities are outstanding, it will not offer, resell, pledge or otherwise transfer the Securities in the United States or to a U.S. Person except to a QIB/QP in a transaction meeting the requirements of Rule 144A. Each purchaser further understands that the Securities will bear a legend with respect to such transfer restrictions. See “Transfer Restrictions” in the 2018 Offering Circular appended to the Final Offering Circular, dated as of February 22, 2021, relating to the Securities.

The charter, bylaws, organizational documents or securities issuance documents of the Co-Issuers provide that the Co-Issuers will have the right to (i) require any holder of Securities that is a U.S. Person who is determined not to be a QIB/QP to sell the Securities to a QIB/QP or (ii) redeem any Securities held by such a holder on specified terms. In addition, the Co-Issuers have the right to refuse to register or otherwise honor a transfer of Securities to a proposed transferee that is a U.S. Person who is not a QIB/QP. As used herein, the terms “United States” and “U.S. Person” have the meanings given such terms in Regulation S under the Securities Act.

The restrictions on transfer required by the Co-Issuers (outlined above) will be reflected under the notation “3c7” in DTC’s User Manuals and DTC’s Reference Directory.

Any questions or comments regarding this subject may be directed to the Issuer.