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

OMB APPROVAL	
OMB Number:	3285-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) 0002013810 Previous Names None Entity Type
 Corporation
Name of Issuer BlackRock USD Institutional Digital Liquidity Fund Ltd. Limited Partnership
 Limited Liability Company
Jurisdiction of Incorporation/Organization VIRGIN ISLANDS, BRITISH General Partnership
Year of Incorporation/Organization Business Trust
 Over Five Years Ago Other (Specify)
 Within Last Five Years (Specify Year) 2023 Limited Company
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer BlackRock USD Institutional Digital Liquidity Fund Ltd.
Street Address 1 50 HUDSON YARDS Street Address 2
City NEW YORK State/Province/Country NEW YORK ZIP/PostalCode 10001 Phone Number of Issuer (212) 810-5300

3. Related Persons

Last Name Pilgrim First Name Ian Middle Name
Street Address 1 Mintflower Place, 3rd Floor Street Address 2 8 Par-la-Ville Road
City Hamilton State/Province/Country BERMUDA ZIP/PostalCode HM08
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Woods First Name W. Middle Name William
Street Address 1 175 Bloor St. East, Suite 1316 Street Address 2 North Tower
City Toronto State/Province/Country ONTARIO, CANADA ZIP/PostalCode M4W 3R3
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name L'Heureux First Name Noelie Middle Name
Street Address 1 400 Howard Street Street Address 2
City San Francisco State/Province/Country CALIFORNIA ZIP/PostalCode 94105
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Collins First Name Jennifer Middle Name
Street Address 1 Carne Group, Winward 3, Regatta Office Pk Street Address 2 West Bay Road, PO Box 30872
City Grand Cayman State/Province/Country CAYMAN ISLANDS ZIP/PostalCode KY1-1204
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

Agriculture Health Care Retailing
 Banking & Financial Services Biotechnology Restaurants
 Commercial Banking Health Insurance Technology
 Insurance Hospitals & Physicians Computers
 Investing Pharmaceuticals Telecommunications
 Investment Banking Other Health Care Other Technology
 Pooled Investment Fund Manufacturing Travel
 Hedge Fund Real Estate Airlines & Airports
 Private Equity Fund Commercial Lodging & Conventions
 Venture Capital Fund Construction Tourism & Travel Services
 Other Investment Fund REITS & Finance Other Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No Residential Other
 Other Banking & Financial Services Other Real Estate
 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 type="checkbox"/> Decline to Disclose		<input checked="" 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 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 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 \$100,000 USD

12. Sales Compensation

Recipient Securitize Markets, LLC	Recipient CRD Number <input type="checkbox"/> None 283256	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
None	None	
Street Address 1 701 S Miami Ave	Street Address 2 Brickell City Cent C/O Wework	
City Miami	State/Province/Country FLORIDA	ZIP/Postal Code 33131
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input checked="" type="checkbox"/> All States	<input type="checkbox"/> 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 \$25,000 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
BlackRock USD Institutional Digital Liquidity Fund Ltd.	/s/ Noelle L'Heureux	Noelle L'Heureux	Director	2024-03-14

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 uncertainty 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. 3415 (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 understanding 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.