

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

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/07

Check here if Amendment / /; Amendment Number:  
This Amendment (Check only one): / / is a restatement  
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

WESTCLIFF CAPITAL MANAGEMENT, LLC  
200 Seventh Avenue, Suite 105  
Santa Cruz, CA 95062

Form 13F File Number: 028-03851

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

RICHARD S. SPENCER III  
Managing Member of Westcliff Capital Management, LLC  
831-479-0422

Signature, Place and Date of Signing:

/s/ Richard S. Spencer III  
-----  
Richard S. Spencer III  
Santa Cruz, CA  
02/14/08

Report Type (Check only one):

/x/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report)

/ / 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s))

/ / 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s))

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	0
Form 13F Information Table Entry Total:	56
Form 13F Information Table Value Total (x\$1000):	\$301,974
List of Other Included Managers:	None

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Westcliff Capital Management, LLC  
FORM 13F INFORMATION TABLE<TABLE>  
<CAPTION>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1,000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTHER MANAGERS	VOTING AUTHORITY SOLE	SHARED	NONE
<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
American oil & gas inc new	COM	028723104	3778	651407	SH		Sol e		651407		
Atwood oceanics inc	COM	050095108	667	6650	SH		Sol e		6650		
Aurora oil & gas corp	COM	052036100	6267	4043200	SH		Sol e		4043200		
Barrick gold corp	COM	067901108	5635	134000	SH		Sol e		134000		
Cameron international corp	COM	13342B105	212	4400	SH		Sol e		4400		
Cano pete inc	COM	137801106	6346	921100	SH		Sol e		921100		
Chart inds inc	COM	16115Q308	6804	220200	SH		Sol e		220200		
Clean energy fuels corp	COM	184499101	3040	200813	SH		Sol e		200813		
Curtiss wright corp	COM	231561101	4116	82000	SH		Sol e		82000		
Denison mines corp	COM	248356107	6066	681180	SH		Sol e		681180		
Diamond foods inc	COM	252603105	6491	302886	SH		Sol e		302886		
Diamond offshore drilling	COM	25271C102	856	6030	SH		Sol e		6030		
Diedrich coffee inc wts	COM	253675110	0	208331	SH		Sol e		208331		
Dresser-rand group inc	COM	261608103	230	5900	SH		Sol e		5900		
Dril-quip inc	COM	262037104	7147	128400	SH		Sol e		128400		
Echelon corp	COM	27874N105	7077	342856	SH		Sol e		342856		
Electrogas inc	COM	285324109	4298	2573684	SH		Sol e		2573684		
Ems technologies inc	COM	26873N108	4787	158300	SH		Sol e		158300		
Energy fuels inc	COM	292671104	4193	2968800	SH		Sol e		2968800		
Evergreen energy inc	COM	30024B104	5612	2528092	SH		Sol e		2528092		
Evergreen energy warrants	COM	30024B104	0	5556290	SH		Sol e		5556290		
Goldcorp inc	COM	380956409	6211	183050	SH		Sol e		183050		
Gse sys inc	COM	36227K106	10959	1070167	SH		Sol e		1070167		
Gse systems inc wts	COM	36227K106	475	112067	SH		Sol e		112067		
Hercules offshore inc	COM	427093109	3652	153575	SH		Sol e		153575		
Hornbeck offshore svcs inc new	COM	440543106	833	18530	SH		Sol e		18530		
Hutchinson tech	COM	448407106	11735	445870	SH		Sol e		445870		
Kinross gold corp	COM	496902404	6221	338100	SH		Sol e		338100		
Kodiak oil & gas corp	COM	50015Q100	7734	3515633	SH		Sol e		3515633		
Landec Corp	COM	514766104	9586	715360	SH		Sol e		715360		
LimeLight Networks	COM	53261M104	113	16400	SH		Sol e		16400		
National oilwell varco inc	COM	637071101	4531	61680	SH		Sol e		61680		
Natural gas services group	COM	63886Q109	7308	372676	SH		Sol e		372676		
Newmont mining corp	COM	651639106	12857	263300	SH		Sol e		263300		
Noble corp	COM	G65422100	441	7800	SH		Sol e		7800		
Oceaneering intl inc	COM	675232102	357	5300	SH		Sol e		5300		
OYO Geospace Corp	COM	671074102	3806	50504	SH		Sol e		50504		
Paladin res nl	COM	012298340	14611	2510420	SH		Sol e		2510420		
Phase Forward Inc.	COM	71721R406	5190	238617	SH		Sol e		238617		
Powell inds inc	COM	739128106	10366	235209	SH		Sol e		235209		
Seagate technology	COM	G7945J104	9324	365630	SH		Sol e		365630		
Spectranetics corp	COM	84760C107	10375	676764	SH		Sol e		676764		
Supportsoft inc	COM	868587106	9263	2081648	SH		Sol e		2081648		
Tournigan gold corp	COM	891565103	4530	3431590	SH		Sol e		3431590		
Transocean inc	COM	G90073100	3582	25020	SH		Sol e		25020		
Treasur island rty tr unit	COM	894626209	262	903342	SH		Sol e		903342		
Uex corp	COM	902666106	10754	1624320	SH		Sol e		1624320		
Ur energy inc	COM	91688R108	9949	2805810	SH		Sol e		2805810		
Urani um energy corp com	COM	916896103	6537	2136300	SH		Sol e		2136300		
Urani um Energy Corp wts	COM	916896103	74	1225663	SH		Sol e		1225663		
Urani um one inc	COM	91701P105	12725	1438751	SH		Sol e		1438751		
Venoco Inc.	COM	92275P307	721	36200	SH		Sol e		36200		
Western digital corp	COM	958102105	10138	335600	SH		Sol e		335600		
Western prospector group ltd	COM	959262106	1466	1464020	SH		Sol e		1464020		
Westport innov inc	COM	960908101	3916	1371900	SH		Sol e		1371900		
Yamana gold inc	COM	98462Y100	7750	598900	SH		Sol e		598900		
REPORT SUMMARY	56 DATA RECORDS		301974				0 OTHER MANAGERS ON WHOSE BEHALF REPORT IS FILED				

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