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PROCESSED

AUG 21 2002

THOMSON FINANCIAL

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

REC'D S.E.C.  
AUG 15 2002  
1088

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FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY  
Prefix Serial  
DATE RECEIVED

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)

Analytic US Market Neutral Offshore Master II, Ltd.

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment



02051530

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)

Analytic US Market Neutral Offshore Master II, Ltd.

Address of Executive Offices (Number and Street, City, State, Zip Code)

700 South Flower Street, Suite 2400, Los Angeles, CA

Telephone Number (including Area Code)

213-688-3015

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (including Area Code)

Brief Description of Business

To make investments in publicly-traded equities.

Type of Business Organization

corporation  limited partnership, already formed

business trust  limited partnership, to be formed

other (please specify): Exempted company with limited liability

Actual or Estimated Date of Incorporation or Organization:

Month Year  
0 5 0 2

Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) **FN**

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6). 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- X Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**de Silva, Harindra**

Business or Residence Address (Number and Street, City, State, Zip Code)

**700 South Flower Street, Suite 2400, Los Angeles, CA**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Bank of Butterfield International (Cayman), Ltd.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Butterfield House, P.O. Box 705GT, George Town, Grand Cayman, Cayman Islands**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Analytic US Market Neutral II, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**700 South Flower Street, Suite 2400, Los Angeles, CA**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Analytic US Market Neutral Offshore II, Ltd.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**700 South Flower Street, Suite 2400, Los Angeles, CA**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)