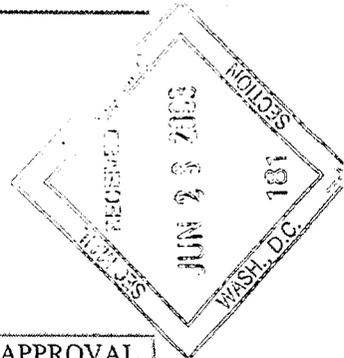


1245765

SEC 1972 (6-02) 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.

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 state exemption unless such exemption is predicated on the filing of a federal notice.



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

FORM D

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

OMB APPROVAL	
OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated average burden per response	
SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

PROCESSED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) JUN 25 2003

THOMSON FINANCIAL

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

Type of Filing: [x] New Filing [] Amendment



03023475

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.) Pulsar Capital Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 135 East 57th Street, 10th Floor, New York, NY 10022

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Handwritten initials

form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- 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;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual) Pulsar Capital Management, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code) 135 East 57th Street,
10th Floor, New York, NY 10022

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

Full Name (Last name first, if individual) Hendelman, Sean 135 East 57th Street, 10th Floor, New
York, NY 10022

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[] [x]
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$100,000.00
3. Does the offering permit joint ownership of a single unit?..... Yes No
[x] []
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

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

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
------------------	-----------------------------	------------------------

Debt	\$ _____	\$ _____
.....		
Equity	\$ _____	\$ _____
.....		
[] Common [] Preferred Convertible Securities (including warrants)	\$ _____	\$ _____
.....		
Partnership Interests	\$100m	\$950,831.27
.....		
Other (Specify _____).	\$ _____	\$ _____
.....		
Total	\$ _____	\$950,831.27

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>9</u>	\$950, 831.27
.....		
Non-accredited Investors	_____	\$ _____
.....		
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
.....		
<u>Regulation A</u>	_____	\$ _____
.....		
Rule 504	_____	\$ _____
.....		
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ _____
.....		
Printing and Engraving Costs	[]	\$ _____
.....		
Legal Fees	[]	\$2,500.00
.....		
Accounting Fees	[]	\$2,500.00
.....		
Engineering Fees	[]	\$ _____
.....		
Sales Commissions (specify finders' fees separately)	[]	\$ _____
.....		
Other Expenses (identify) marketing; trading software	[]	\$8,000.00
Total	[]	\$13,000.00
.....		

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$99,987,000.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$ _____	[] \$ _____
.....		
Purchase of real estate	[] \$ _____	[] \$ _____
.....		
Purchase, rental or leasing and installation of machinery and equipment	[] \$ _____	[] \$ _____
.....		
Construction or leasing of plant buildings and facilities.....	[] \$ _____	[] \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another	[] \$ _____	[] \$ _____

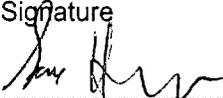
issuer

pursuant to a merger)

.....	Repayment of indebtedness	<input type="checkbox"/>	<input type="checkbox"/>	\$ _____
.....	Working capital	<input type="checkbox"/>	<input type="checkbox"/>	\$ _____
.....	Other (specify): ___ investment capital	<input type="checkbox"/>	<input type="checkbox"/>	\$99,987,000.00
_____		<input type="checkbox"/>	<input type="checkbox"/>	\$ _____
_____	Column Totals	<input type="checkbox"/>	<input type="checkbox"/>	\$ _____
.....	Total Payments Listed (column totals added)		<input type="checkbox"/>	99,987,000.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Pulsar Capital Fund, L.P.		6/16/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Pulsar Capital Management, L.L.C.	Managing Member	
By: Sean Hendelman		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

CT	x		3	378,358.18				x
DE								
DC								
FL	x		1	43,000.00				x
GA								
HI								
ID								
IL								
IN								
IA								
KS								
KY								
LA								
ME								
MD								
MA								
MI								
MN								
MS								
MO								
MT								
NE								
NV								
NH								
NJ								
NM								
NY	x		4	245,109.12				x
NC								
ND								
OH								
OK								
OR								
PA	x		1	284,363.94				x
RI								
SC								
SD								
TN								
TX								
UT								

