



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 table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per response . . . 1.00

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering () check if this is an amendment and name has changed, and indicate change.) Harbert Equity Market Neutral Fund, L.P. (the "Issuer")

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer



Name of Issuer () check if this is an amendment and name has changed, and indicate change.) Harbert Equity Market Neutral Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) 555 Madison Ave. Suite 2800, New York, NY 10022

Telephone Number (Including Area Code) 212 521-6970

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above

Telephone Number (Including Area Code) Same as above

Brief Description of Business To invest principally in publicly-traded equity securities

PROCESSED

Type of Business Organization: corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed

JAN 15 2004

Actual or Estimated Date of Incorporation or Organization: Month/Year 05/2003 Actual Estimated

THOMSON FINANCIAL

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal: Who Must File, When To File, Where to File, Copies Required, Information Required, 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.

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.

Handwritten signature

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

Full Name (Last name first, if individual)
HMC Equity Market Neutral Fund GP, L.L.C. (the "General Partner")

Business or Residence Address (Number and Street, City, State, Zip Code)
555 Madison Ave. Suite 2800, New York, NY 10022

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

Full Name (Last name first, if individual)
Ross, Robert B.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o HMC Equity Market Neutral Fund GP, L.L.C., 555 Madison Ave. Suite 2800, New York, NY 10022

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

Full Name (Last name first, if individual)
Harbert, Raymond J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o HMC Equity Market Neutral Fund GP, L.L.C., 555 Madison Ave. Suite 2800, New York, NY 10022

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

Full Name (Last name first, if individual)
Luce, Michael D.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o HMC Equity Market Neutral Fund GP, L.L.C., 555 Madison Ave. Suite 2800, New York, NY 10022

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

Full Name (Last name first, if individual)
Boutwell, David A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o HMC Equity Market Neutral Fund GP, L.L.C., 555 Madison Ave. Suite 2800, New York, NY 10022

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

Full Name (Last name first, if individual)
Harbert International, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Riverchase Parkway South, Birmingham, AL 35244

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 the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity:	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants):	\$ 0	\$ 0
Partnership Interests	\$ 1,000,000,000(a)	\$ 19,512,191
Other (Specify _____).....	\$ 0	\$ 0
Total.....	\$ 1,000,000,000(a)	\$ 19,512,191

Answer also in Appendix, Column 4, 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	1	\$ 19,512,191
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only)	<u>N/A</u>	<u>\$ N/A</u>

Answer also in Appendix, Column 3, 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, in 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>N/A</u>	\$ 0
Regulation A.....	<u>N/A</u>	\$ 0
Rule 504	<u>N/A</u>	\$ 0
Total.....	<u>N/A</u>	\$ 0

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	<input checked="" type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 2,500
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 35,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 7,500
Engineering Fees	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 0 (b)
Other Expenses (identify <u>Filing Fees</u>)	<input checked="" type="checkbox"/>	\$ 5,000
Total.....	<input checked="" type="checkbox"/>	\$ 50,000

(a) Open-ended fund; estimated maximum aggregate offering amount

(b) The General Partner may pay fees to properly registered persons (whether or not affiliated with the General Partner) who are instrumental in the sale of interests in the Issuer. Any such fees will in no event be payable by or chargeable to the Issuer or any limited partner or prospective limited partner.

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

4. 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." \$ 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment 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	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
Purchase of real estate	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
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)	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
Repayment of indebtedness	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
Working capital	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ 0
Other (specify): <u>Portfolio Investments</u>	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ <u>999,950,000</u>
Column Totals.....	<input checked="" type="checkbox"/>	\$	0	<input checked="" type="checkbox"/>	\$ <u>999,950,000</u>
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>		\$ <u>999,950,000</u>		

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) Harbert Equity Market Neutral Fund, L.P.	Signature 	Date 1/13/04
Name (Print or Type) Joel B. Piassick	Title of Signer (Print or Type) Vice President of the Managing Member of the General Partner	

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