

FORM D

1303923

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



04043573

hours per form1.00

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.)

Quattro Access LLC (the "Issuer")

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

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.)

Quattro Access LLC

Address of Executive Offices (Number and Street, City, State, ZIP Code)
c/o Merrill Lynch Alternative Investments LLC, Princeton Corporate Campus, 800 Scudders Mill
Road, Section 2G, Plainsboro, New Jersey 08536Telephone Number (Including Area Code)
(609) 282-2472Address of Principal Business Operations (Number and Street, City, State, ZIP Code)
(if different from Executive Offices) same as aboveTelephone Number (Including Area Code)
same as above

Brief Description of Business To invest substantially all of its assets into Quattro Domestic Fund, L.P., which makes leveraged investments utilizing domestic, foreign, and special situation convertible arbitrage and regulation D convertible securities.

Type of Business Organization

☐ corporation ☐ limited partnership, already formed ☒ other (please specify): Limited Liability Company
☐ business trust ☐ limited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ EstimatedJurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

PROCESSED

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 230.501-10, 17 CFR 230.502-10, 17 CFR 230.503-10, 17 CFR 230.504-10, 17 CFR 230.505-10, 17 CFR 230.506-10, 17 CFR 230.507-10, 17 CFR 230.508-10, 17 CFR 230.509-10, 17 CFR 230.510-10, 17 CFR 230.511-10, 17 CFR 230.512-10, 17 CFR 230.513-10, 17 CFR 230.514-10, 17 CFR 230.515-10, 17 CFR 230.516-10, 17 CFR 230.517-10, 17 CFR 230.518-10, 17 CFR 230.519-10, 17 CFR 230.520-10, 17 CFR 230.521-10, 17 CFR 230.522-10, 17 CFR 230.523-10, 17 CFR 230.524-10, 17 CFR 230.525-10, 17 CFR 230.526-10, 17 CFR 230.527-10, 17 CFR 230.528-10, 17 CFR 230.529-10, 17 CFR 230.530-10, 17 CFR 230.531-10, 17 CFR 230.532-10, 17 CFR 230.533-10, 17 CFR 230.534-10, 17 CFR 230.535-10, 17 CFR 230.536-10, 17 CFR 230.537-10, 17 CFR 230.538-10, 17 CFR 230.539-10, 17 CFR 230.540-10, 17 CFR 230.541-10, 17 CFR 230.542-10, 17 CFR 230.543-10, 17 CFR 230.544-10, 17 CFR 230.545-10, 17 CFR 230.546-10, 17 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230.914-10, 17 CFR 230.915-10, 17 CFR 230.916-10, 17 CFR 230.917-10, 17 CFR 230.918-10, 17 CFR 230.919-10, 17 CFR 230.920-10, 17 CFR 230.921-10, 17 CFR 230.922-10, 17 CFR 230.923-10, 17 CFR 230.924-10, 17 CFR 230.925-10, 17 CFR 230.926-10, 17 CFR 230.927-10, 17 CFR 230.928-10, 17 CFR 230.929-10, 17 CFR 230.930-10, 17 CFR 230.931-10, 17 CFR 230.932-10, 17 CFR 230.933-10, 17 CFR 230.934-10, 17 CFR 230.935-10, 17 CFR 230.936-10, 17 CFR 230.937-10, 17 CFR 230.938-10, 17 CFR 230.939-10, 17 CFR 230.940-10, 17 CFR 230.941-10, 17 CFR 230.942-10, 17 CFR 230.943-10, 17 CFR 230.944-10, 17 CFR 230.945-10, 17 CFR 230.946-10, 17 CFR 230.947-10, 17 CFR 230.948-10, 17 CFR 230.949-10, 17 CFR 230.950-10, 17 CFR 230.951-10, 17 CFR 230.952-10, 17 CFR 230.953-10, 17 CFR 230.954-10, 17 CFR 230.955-10, 17 CFR 230.956-10, 17 CFR 230.957-10, 17 CFR 230.958-10, 17 CFR 230.959-10, 17 CFR 230.960-10, 17 CFR 230.961-10, 17 CFR 230.962-10, 17 CFR 230.963-10, 17 CFR 230.964-10, 17 CFR 230.965-10, 17 CFR 230.966-10, 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230.1018-10, 17 CFR 230.1019-10, 17 CFR 230.1020-10, 17 CFR 230.1021-10, 17 CFR 230.1022-10, 17 CFR 230.1023-10, 17 CFR 230.1024-10, 17 CFR 230.1025-10, 17 CFR 230.1026-10, 17 CFR 230.1027-10, 17 CFR 230.1028-10, 17 CFR 230.1029-10, 17 CFR 230.1030-10, 17 CFR 230.1031-10, 17 CFR 230.1032-10, 17 CFR 230.1033-10, 17 CFR 230.1034-10, 17 CFR 230.1035-10, 17 CFR 230.1036-10, 17 CFR 230.1037-10, 17 CFR 230.1038-10, 17 CFR 230.1039-10, 17 CFR 230.1040-10, 17 CFR 230.1041-10, 17 CFR 230.1042-10, 17 CFR 230.1043-10, 17 CFR 230.1044-10, 17 CFR 230.1045-10, 17 CFR 230.1046-10, 17 CFR 230.1047-10, 17 CFR 230.1048-10, 17 CFR 230.1049-10, 17 CFR 230.1050-10, 17 CFR 230.1051-10, 17 CFR 230.1052-10, 17 CFR 230.1053-10, 17 CFR 230.1054-10, 17 CFR 230.1055-10, 17 CFR 230.1056-10, 17 CFR 230.1057-10, 17 CFR 230.1058-10, 17 CFR 230.1059-10, 17 CFR 230.1060-10, 17 CFR 230.1061-10, 17 CFR 230.1062-10, 17 CFR 230.1063-10, 17 CFR 230.1064-10, 17 CFR 230.1065-10, 17 CFR 230.1066-10, 17 CFR 230.1067-10, 17 CFR 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230.1118-10, 17 CFR 230.1119-10, 17 CFR 230.1120-10, 17 CFR 230.1121-10, 17 CFR 230.1122-10, 17 CFR 230.1123-10, 17 CFR 230.1124-10, 17 CFR 230.1125-10, 17 CFR 230.1126-10, 17 CFR 230.1127-10, 17 CFR 230.1128-10, 17 CFR 230.1129-10, 17 CFR 230.1130-10, 17 CFR 230.1131-10, 17 CFR 230.1132-10, 17 CFR 230.1133-10, 17 CFR 230.1134-10, 17 CFR 230.1135-10, 17 CFR 230.1136-10, 17 CFR 230.1137-10, 17 CFR 230.1138-10, 17 CFR 230.1139-10, 17 CFR 230.1140-10, 17 CFR 230.1141-10, 17 CFR 230.1142-10, 17 CFR 230.1143-10, 17 CFR 230.1144-10, 17 CFR 230.1145-10, 17 CFR 230.1146-10, 17 CFR 230.1147-10, 17 CFR 230.1148-10, 17 CFR 230.1149-10, 17 CFR 230.1150-10, 17 CFR 230.1151-10, 17 CFR 230.1152-10, 17 CFR 230.1153-10, 17 CFR 230.1154-10, 17 CFR 230.1155-10, 17 CFR 230.1156-10, 17 CFR 230.1157-10, 17 CFR 230.1158-10, 17 CFR 230.1159-10, 17 CFR 230.1160-10, 17 CFR 230.1161-10, 17 CFR 230.1162-10, 17 CFR 230.1163-

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)

Merrill Lynch Alternative Investments LLC ("MLAI" or the "Manager")

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

Princeton Corporate Campus, 800 Scudders Mill Road, Section 2G, Plainsboro, New Jersey 08536

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

Full Name (Last name first, if individual)

Alderman, Robert M.

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

c/o MLAI, Princeton Corporate Campus, 800 Scudders Mill Road, Section 2G, Plainsboro, New Jersey 08536

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

Full Name (Last name first, if individual)

Olgin, Steven B.

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

c/o MLAI, Princeton Corporate Campus, 800 Scudders Mill Road, Section 2G, Plainsboro, New Jersey 08536

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

Full Name (Last name first, if individual)

Pungello, Michael L

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

c/o MLAI, Princeton Corporate Campus, 800 Scudders Mill Road, Section 2G, Plainsboro, New Jersey 08536

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

Full Name (Last name first, if individual)

Chandor, Jeffrey F.

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

c/o MLAI, Princeton Corporate Campus, 800 Scudders Mill Road, Section 2G, Plainsboro, New Jersey 08536

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

Full Name (Last name first, if individual)

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

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or 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
☐ ☒
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*
- * The Issuer is one in a series of "feeder funds" sponsored by MLAI (the "HedgeAccess Program"). The minimum investment accepted by the Issuer is \$100,000, provided that prospective investors must initially invest at least \$300,000 in the HedgeAccess Program as a whole.
3. Does the offering permit joint ownership of a single unit? YES NO
☒ ☐
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)

Merrill Lynch, Pierce, Fenner & Smith Incorporated

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

Merrill Lynch World Headquarters, World Financial Center, North Tower, New York, New York 10281

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]

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[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	\$0	\$0
Equity	\$0	\$0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify <u>Units of limited liability company interest (the "Units") (a)</u>	\$500,000,000(b)	\$40,581,506.82
Total.....	\$500,000,000(b)	\$40,581,506.82

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	175	\$40,581,506.82
Non-accredited investors	0	\$0
Total (for filings under Rule 504 only)	N/A	\$N/A

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, 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	N/A	\$N/A
Regulation A	N/A	\$N/A
Rule 504	N/A	\$N/A
Total.....	N/A	\$N/A

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	☒	\$0
Printing and Engraving Costs.....	☒	\$10,000
Legal Fees	☒	\$100,000
Accounting Fees.....	☒	\$30,000
Engineering Fees.....	☒	\$0
Sales Commissions (specify finders' fees separately).....	☒	\$12,500,000(c)
Other Expenses (identify) <u>Filing Fees</u>	☒	\$10,000
		<u>\$12,650,000</u>

- (a) See Exhibit A.
(b) See Exhibit A.
(c) See Exhibit A.

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

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 proceed proceeds to the issuer."

\$487,350,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes 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.....	☒ \$0	☒ \$0
Purchase of real estate.....	☒ \$0	☒ \$0
Purchase, rental or leasing and installation of machinery and equipment	☒ \$0	☒ \$0
Construction or leasing of plant buildings and facilities.....	☒ \$0	☒ \$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)	☒ \$0	☒ \$0
Repayment of indebtedness	☒ \$0	☒ \$0
Working capital	☒ \$0	☒ \$0
Other (specify): <u>Portfolio Investments</u>	☒ \$0	☒ \$487,350,000
.....	☒ \$0	☒ \$0
Column Totals	☒ \$0	☒ \$487,350,000
Total Payments Listed (column totals added)	☒ \$487,350,000	

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
Quattro Access LLC		September 20, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Steven B. Olgin	Vice President, Chief Operating Officer and Manager of the Manager	

ATTENTION

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

EXHIBIT A

- (a) The Issuer is offering three (3) Classes of Units (Class A, Class C and Class I). The three (3) Classes are subject to different fees and eligibility requirements which are based on the investor's cumulative investment in the HedgeAccess Program as a whole. Each Class is further divided into two (2) Series, the (h) Series for investors eligible to participate in "new issues" as defined by applicable rules of the National Association of Securities Dealers, Inc. (the "NASD") and the (r) Series for investors restricted by applicable rules of the NASD.
- (b) Estimated maximum aggregate offering amount.
- (c) Estimated maximum aggregate sales commission to be paid to properly registered selling agents. The amount of sales commission to be deducted from the investor's subscription amount varies from 0% to 2.50% based on the investor's cumulative investment in the HedgeAccess Program as a whole.