

FORM D

PROCESSED

NOV 16 2004

THOMSON
FINANCIALUNITED 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

04050002

Expires: May 31, 2005
Estimated average burden
hours per response: 16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

ARAB GATEWAY FUND LTD. - ORDINARY SHARES

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.)

ARAB GATEWAY FUND LTD.

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

LEVEL 28, EMIRATES TOWERS, P.O. BOX 31045, DUBAI, UNITED ARAB EMIRATES

Telephone Number (Including Area Code)

(+9714) 330 3600

Address of Principal Business Operations
(if different from Executive Offices)

(Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

OPEN ENDED INVESTMENT FUND RECOGNIZED AS A PROFESSIONAL FUND UNDER THE BRITISH VIRGIN ISLANDS MUTUAL FUNDS ACT 1996 (AS AMENDED)

Type of Business Organization

- ☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 07 ☒ 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.

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 (Investment Manager) ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SHUAA CAPITAL PSC

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

LEVEL 28, EMIRATES TOWERS, P.O. BOX 31045, DUBAI, UNITED ARAB EMIRATES

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

Full Name (Last name first, if individual)

ARAB GATEWAY MANAGEMENT LTD.

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

CRAIGMUIR CHAMBERS, P.O. BOX 71, ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS

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

Full Name (Last name first, if individual)

THE ARAB FUND FOR ECONOMIC AND SOCIAL DEVELOPMENT

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

P.O. BOX 21923, SAFAT 13080, KUWAIT

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

Full Name (Last name first, if individual)

MR. IYAD DUWAJI

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

P.O. BOX 31045, DUBAI, UNITED ARAB EMIRATES

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

Full Name (Last name first, if individual)

CLOSE FUND SERVICES LIMITED

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

P.O. BOX 105, TRAFALGAR COURT, ADMIRAL PARK, ST. PETER PORT, GUERNSEY, CHANNEL ISLANDS GY1 3EP

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

Full Name (Last name first, if individual)

MR. ABDUL SALAM AL AWADI

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

P.O. BOX 0285, SAFAT 13063, KUWAIT CITY, KUWAIT

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

Full Name (Last name first, if individual)

MR. ROBERT SURSOCK

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

17 AVENUE GEORGE V, 75008, PARIS, FRANCE

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

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)

DR. OSSAMA EL ANSARI

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

5 HALE HOUSE, 34 DEVERE GARDENS, LONDON W8 5AQ, UNITED KINGDOM

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

Full Name (Last name first, if individual)

ZIAD MAKKAWI

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

P.O. BOX 65555, DUBAI, UNITED ARAB EMIRATES

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

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)

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

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? \$ 100,000.00
Yes ☒ No ☐
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)

Not Applicable

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

Not Applicable

Name of Associated Broker or Dealer

Not Applicable

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 the 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 ...Not Applicable	\$ _____	\$ _____
Equity ...ARAB GATEWAY FUND LTD. - ORDINARY SHARES.* (Please see attached explanation).	\$ 382,000,000.00	\$ 5,000,000.00
	☒ Common ☐ Preferred	*Only US sales are reported on this Form D
Convertible Securities (including warrants)Not Applicable.....	\$ _____	\$ _____
Partnership InterestsNot Applicable.....	\$ _____	\$ _____
Other (Specify _____)Not Applicable	\$ _____	\$ _____
Total	\$ 382,000,000.00	\$ 5,000,000.00

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	1	\$ 5,000,000.00
Non-accredited InvestorsNot Applicable		\$ _____
Total (for filings under Rule 504 only)Not Applicable		\$ _____

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.

NOT APPLICABLE

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$ _____
Regulation A		\$ _____
Rule 504		\$ _____
Total		\$ 0.00

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 insurer. 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	☐	\$ 0.00
Printing and Engraving Costs	☐	\$ 0.00
Legal Fees	☒	\$ 3,500.00
Accounting Fees	☐	\$ 0.00
Engineering Fees	☐	\$ 0.00
Sales Commissions (specify finders' fees separately)	☐	\$ 0.00
Other Expenses (identify)	☐	\$ 0.00
Total	☐	\$ 3,500.00

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 proceeds to the issuer.”

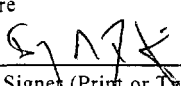
\$381,996,500.00

5. Indicate below the amount of the adjusted gross proceed 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 ** PLEASE SEE ATTACHED EXPLANATION	☒ \$35,900.00	☒ \$5,275.00
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	☐ \$	☐ \$
Working capital	☐ \$	☐ \$
Other (specify): INVESTMENTS	☐ \$	☒ \$381,955,325.00
Column Totals	☒ \$35,900.00	☒ \$381,960,600.00
Total Payments Listed (column totals added)		☒ \$381,996,500.00

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) ARAB GATEWAY FUND LTD.	Signature 	Date 10 NOVEMBER 2004
Name of Signer (Print or Type) IYAD DUWAJI	Title of Signer (Print or Type) DIRECTOR & PRESIDENT	

ATTENTION

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

A R A B G A T E W A Y F U N D L T D .

FORM D

**Notice of Sale of Securities Pursuant to Regulation D, Section 4(6),
and/or Uniform Limited Offering Exemption**

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

- (C) 1.* Arab Gateway Fund Ltd. is an open ended investment fund which has an aggregate offering of 20,000,000 Ordinary shares of which 3,319,843.55 shares have been subscribed to by investors outside the U.S. The aggregate offering price for the 20,000,000 Ordinary shares calculated at US\$ 19.10 per share being the most current net asset value per share available, would equal US\$ 382,000,000. The amount sold to a U.S. accredited investor and reported in this Form D is US\$ 5,000,000.
- (C) 5. ** The Management Fees, Investment Management Fees, Performance Fees, Administration Fees and Custodian Fees of the Fund are calculated on the basis of a percentage of the Net Asset Value of the Fund. The Net Asset Value varies on a monthly basis, therefore, the fees stated in this section are indicative and are based on the average fees charged on a US\$ 5 Million investment made on 31 January 2004.