

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

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



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

Prospect Absolute Return (Japan)

1348946

Filing Under (Check box(es) that apply):
Type of Filing

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.)

Prospect Absolute Return (Japan)

Address of Executive Offices (Number and Street, City, State, Zip Code)
**P.O. Box 255, Barfield House, St. Julian's Avenue, St. Peter Port,
Guernsey, Channel Islands GY1 3QL**

Telephone Number (Including Area Code)
808-396-7054

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

Trading in Securities

PROCESSED
JAN 11 2006
THOMSON FINANCIAL

Type of Business Organization
 corporation limited partnership, already formed LLC, already formed other (please specify)
 business trust limited partnership, to be formed LLC, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year 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) **Cayman Islands 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 in the notice constitutes a part of this notice and must be completed.

[Empty box for state information]

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 Fund Manager

Full Name (Last name first, if individual)

Prospect Asset Management (Channel Islands) Limited (Fund Manager) ("PAMCI")

Business or Residence Address (Number and Street, City, State, Zip Code) ***P.O. Box 255, Barfield House, St. Julian's Avenue, St. Peter Port, Guernsey, Channel Islands GY1 3QL***

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Investment Manager and Investment Adviser

Full Name (Last name first, if individual)

Prospect Asset Management, Inc. (Investment Manager and Investment Adviser) ("PAMI")

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

6700 Kalaniana'ole Highway, Suite 122, Honolulu, Hawaii 96825 U.S.A.

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

Full Name (Last name first, if individual)

Citco Fund Services (Australia) Pty Ltd. (Fund Administrator)

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

Level 11, 7 Macquarie Place, Sydney 2000, Australia

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Of PAMI & PAMCI Of PAMI of PAMI, PAMCI & Issuer

Full Name (Last name first, if individual)

Curtis R. Freeze, President & Chairman PAMI, Director of Fund, Director of PAMCI

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

6700 Kalaniana'ole Highway, Suite 122, Honolulu, Hawaii 96825 U.S.A.

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

Full Name (Last name first, if individual)

Hamilton C. Smith, Director, CFO, Secretary & Treasurer of PAMI

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

6700 Kalaniana'ole Highway, Suite 122, Honolulu, Hawaii 96825 U.S.A.

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

Full Name (Last name first, if individual)

Daniel Kerrigan, Director & CEO of PAMI, Director of Issuer

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

6700 Kalaniana'ole Highway, Suite 122, Honolulu, Hawaii 96825 U.S.A.

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

Full Name (Last name first, if individual)

Cheri M. Nakamura, Director and Marketing Director of PAMI

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

6700 Kalaniana'ole Highway, Suite 122, Honolulu, Hawaii 96825 U.S.A.

(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 Of PAMI 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 Of PAMI General and/or Managing Partner

Full Name (Last name first, if individual)

Robert D. Priske, LLC, Outside Director of PAMI

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

Kahala Mall Office Tower, 4211 Waialae Avenue, Suite 201, Honolulu, Hawaii 96816 U.S.A.

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

Full Name (Last name first, if individual)

Dr. Wolf D. Reitsperger, Outside Director of PAMI

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

3797a Sierra Drive, Honolulu, Hawaii 96816 U.S.A.

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

Full Name (Last name first, if individual)

Rupert A.R. Evans (Outside Director of PAMCI)

Business or Residence Address (Number and Street, City, State, Zip Code) **OZANNES, Advocates & Notaries Public, 1 Le Marchant Street, St. Peter Port, Guernsey, Channel Islands GY1 4HP**

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

Full Name (Last name first, if individual)

Christopher M.W. Hill (Outside Director of PAMCI)

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

Kings Mills Cottage, Rue de la Porte, Kings Mills, Catel, Guernsey, GY5 7AW

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? \$ 50,000
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. **None**

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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ _____
Partnership Interests	\$ _____	\$ <u>0</u>
Other (Specify) <i>(Participating Shares of a Cayman Islands Corporation)</i>	\$ <u>1,000,000,000</u>	\$ <u>286,781,244</u>
Total	\$ <u>1,000,000,000</u>	\$ <u>286,781,244</u>

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

***Total of 16 US investors invested \$54,383,486**

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	\$ <u>91</u>	\$ <u>286,781,244</u>
Non-accredited Investors.....	\$ <u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	\$ <u>0</u>	\$ <u>0</u>

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	<u>0</u>	\$ <u>0</u>
Regulation A	<u>0</u>	\$ <u>0</u>
Rule 504	<u>0</u>	\$ <u>0</u>
Total	<u>0</u>	\$ <u>0</u>

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"/> \$ <u>0</u>
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ <u>0</u>
Legal Fees	<input checked="" type="checkbox"/> \$ <u>200,000</u>
Accounting Fees	<input checked="" type="checkbox"/> \$ <u>200,000</u>
Engineering Fees	<input checked="" type="checkbox"/> \$ <u>0</u>
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ <u>0</u>
Other Expenses (identify) <u>Blue Sky Filing Fees</u>	<input checked="" type="checkbox"/> \$ <u>10,000</u>
Total	<input checked="" type="checkbox"/> \$ <u>410,000</u>

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." \$ 999,590,000

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.....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Purchase of real estate	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
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"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Repayment of indebtedness	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Working capital	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>0</u>
Other (specify) <u>Trading in Securities</u>	<input checked="" type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> \$ <u>999,590,000</u>
Column Totals	<input checked="" type="checkbox"/> \$ <u>999,590,000</u>	<input checked="" type="checkbox"/> \$ <u>999,590,000</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>999,590,000</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) Prospect Absolute Return (Japan)	Signature 	Date December 29, 2005
Name of Signer (Print or Type) Hamilton C. Smith	Title of Signer (Print or Type) CFO of Prospect Asset Management, Inc., the Fund Investment Manager and Investment Adviser	

ATTENTION

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

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 <u>Prospect Absolute Return (Japan)</u> Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Participating Shares	Number of Accredited Investors	\$ Amount	Number of Non-Accredited Investors	\$ Amount	N/A Pursuant to NSMIA Yes No
AL		X	\$						
AK		X	\$						
AZ		X	\$						
AR		X	\$ 1,000,000,000	2	9,454,119				
CA		X	\$ 1,000,000,000						
CO		X	\$						
CT		X	\$ 1,000,000,000	1	607,024				
DE		X	\$ 1,000,000,000						
DC		X	\$						
FL		X	\$ 1,000,000,000	1	260,103				
GA		X	\$						
HI		X	\$ 1,000,000,000	1	508,943				
ID		X	\$						
IL		X	\$ 1,000,000,000	3	2,268,847				
IN		X	\$						
IA		X	\$						
KS		X	\$						
KY		X	\$						
LA		X	\$						
ME		X	\$						
MD		X	\$						
MA		X	\$						
MI		X	\$						
MN		X	\$						
MS		X	\$						
MO		X	\$						
MT		X	\$						

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 <u>Prospect Absolute Return (Japan)</u> Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Participating Shares	Number of Accredited Investors	\$ Amount	Number of Non-Accredited Investors	\$ Amount	N/A Pursuant to NSMIA
								Yes	No
NE		X	\$						
NV		X	\$						
NH		X	\$						
NJ		X	\$ 1,000,000,000	1	6,107,315				
NM		X	\$						
NY		X	\$ 1,000,000,000	5	29,996,888				
NC		X	\$						
ND		X	\$						
OH		X	\$ 1,000,000,000	1	996,914				
OK		X	\$						
OR		X	\$						
PA		X	\$						
RI		X	\$						
SC		X	\$						
SD		X	\$						
TN		X	\$						
TX		X	\$ 1,000,000,000	1	4,183,333				
UT		X	\$						
VT		X	\$						
VA		X	\$						
WA		X	\$						
WV		X	\$						
WI		X	\$						
WY		X	\$						
PR		X	\$						
FOR		X	\$	75	\$232,397,758				
Totals as of 12/29/05:				91	286,781,244				