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

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FORM D

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



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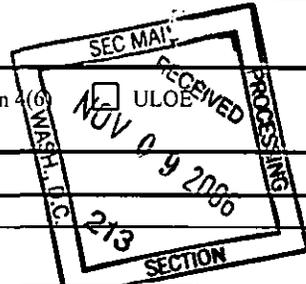
NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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

Ore Hill International Fund Ltd. (the "Issuer")

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6)

Type 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.)

Ore Hill International Fund Ltd.

Address of Executive Offices (Number and Street, City, State, ZIP Code) c/o BISYS Hedge Fund Services (Cayman) Limited, 27 Hospital Road, PO Box 1748GT Cayman Corporate Centre, George Town, Grand Cayman, Cayman Islands, BWI

Telephone Number (Including Area Code) (345) 949-5884

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

Telephone Number (Including Area Code) same as above

Brief Description of Business To invest across the capital structure of highly leveraged companies using a multi-strategy approach investing in event-driven and special situations in distressed, stressed and non-distressed companies through investment in Ore Hill Hub Fund Ltd., an offshore trading vehicle.

Type of Business Organization

- corporation, limited partnership, already formed, other (please specify): Cayman Islands exempted company, business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 03, Year 02, 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) F N

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THOMSON FINANCIAL

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 17 CFR 270.101 et seq. or 17 CFR 270.102 et seq. or 17 CFR 270.103 et seq. or 17 CFR 270.104 et seq. or 17 CFR 270.105 et seq. or 17 CFR 270.106 et seq. or 17 CFR 270.107 et seq. or 17 CFR 270.108 et seq. or 17 CFR 270.109 et seq. or 17 CFR 270.110 et seq. or 17 CFR 270.111 et seq. or 17 CFR 270.112 et seq. or 17 CFR 270.113 et seq. or 17 CFR 270.114 et seq. or 17 CFR 270.115 et seq. or 17 CFR 270.116 et seq. or 17 CFR 270.117 et seq. or 17 CFR 270.118 et seq. or 17 CFR 270.119 et seq. or 17 CFR 270.120 et seq. or 17 CFR 270.121 et seq. or 17 CFR 270.122 et seq. or 17 CFR 270.123 et seq. or 17 CFR 270.124 et seq. or 17 CFR 270.125 et seq. or 17 CFR 270.126 et seq. or 17 CFR 270.127 et seq. or 17 CFR 270.128 et seq. or 17 CFR 270.129 et seq. or 17 CFR 270.130 et seq. or 17 CFR 270.131 et seq. or 17 CFR 270.132 et seq. or 17 CFR 270.133 et seq. or 17 CFR 270.134 et seq. or 17 CFR 270.135 et seq. or 17 CFR 270.136 et seq. or 17 CFR 270.137 et seq. or 17 CFR 270.138 et seq. or 17 CFR 270.139 et seq. or 17 CFR 270.140 et seq. or 17 CFR 270.141 et seq. or 17 CFR 270.142 et seq. or 17 CFR 270.143 et seq. or 17 CFR 270.144 et seq. or 17 CFR 270.145 et seq. or 17 CFR 270.146 et seq. or 17 CFR 270.147 et seq. or 17 CFR 270.148 et seq. or 17 CFR 270.149 et seq. or 17 CFR 270.150 et seq. or 17 CFR 270.151 et seq. or 17 CFR 270.152 et seq. or 17 CFR 270.153 et seq. or 17 CFR 270.154 et seq. or 17 CFR 270.155 et seq. or 17 CFR 270.156 et seq. or 17 CFR 270.157 et seq. or 17 CFR 270.158 et seq. or 17 CFR 270.159 et seq. or 17 CFR 270.160 et seq. or 17 CFR 270.161 et seq. or 17 CFR 270.162 et seq. or 17 CFR 270.163 et seq. or 17 CFR 270.164 et seq. or 17 CFR 270.165 et seq. or 17 CFR 270.166 et seq. or 17 CFR 270.167 et seq. or 17 CFR 270.168 et seq. or 17 CFR 270.169 et seq. or 17 CFR 270.170 et seq. or 17 CFR 270.171 et seq. or 17 CFR 270.172 et seq. or 17 CFR 270.173 et seq. or 17 CFR 270.174 et seq. or 17 CFR 270.175 et seq. or 17 CFR 270.176 et seq. or 17 CFR 270.177 et seq. or 17 CFR 270.178 et seq. or 17 CFR 270.179 et seq. or 17 CFR 270.180 et seq. or 17 CFR 270.181 et seq. or 17 CFR 270.182 et seq. or 17 CFR 270.183 et seq. or 17 CFR 270.184 et seq. or 17 CFR 270.185 et seq. or 17 CFR 270.186 et seq. or 17 CFR 270.187 et seq. or 17 CFR 270.188 et seq. or 17 CFR 270.189 et seq. or 17 CFR 270.190 et seq. or 17 CFR 270.191 et seq. or 17 CFR 270.192 et seq. or 17 CFR 270.193 et seq. or 17 CFR 270.194 et seq. or 17 CFR 270.195 et seq. or 17 CFR 270.196 et seq. or 17 CFR 270.197 et seq. or 17 CFR 270.198 et seq. or 17 CFR 270.199 et seq. or 17 CFR 270.200 et seq.

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 Director General and/or Managing Partner

Full Name (Last name first, if individual)
Ore Hill Partners LLC (the "Investment Manager")

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Ore Hill Partners LLC, 650 Fifth Avenue, 9th Floor, New York, New York 10019

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

Full Name (Last name first, if individual)
Seymour, Don

Business or Residence Address (Number and Street, City, State, Zip Code)
DMS Management Ltd., PO Box 31910 SMB, Grand Cayman, Cayman Islands

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

Full Name (Last name first, if individual)
Nickoll, Benjamin E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Ore Hill Partners LLC, 650 Fifth Avenue, 9th Floor, New York, New York 10019

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

Full Name (Last name first, if individual)
Wahl, Frederick

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Ore Hill Partners LLC, 650 Fifth Avenue, 9th Floor, New York, New York 10019

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

Full Name (Last name first, if individual)
Jansen, Michael M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Ore Hill Partners LLC, 650 Fifth Avenue, 9th Floor, New York, New York 10019

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

Full Name (Last name first, if individual)
Brinkley, Blair

Business or Residence Address (Number and Street, City, State, Zip Code)
DMS Management Ltd., PO Box 31910 SMB, Grand Cayman, Cayman Islands

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? \$5,000,000*
- * Subject to the discretion of the Directors to lower such amount.
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)

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	\$0	\$0
Equity	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests (the "Limited Partnership Interests")	\$0	\$0
Other (Specify <u>Redeemable Participating Voting Shares ("Shares")(a)</u>)	\$1,500,000,000(b)	\$931,341,450
Total	\$1,500,000,000(b)	\$931,341,450

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	123	\$931,341,450
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	<input checked="" type="checkbox"/>	\$0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$5,000
Legal Fees	<input checked="" type="checkbox"/>	\$30,000
Accounting Fees	<input checked="" type="checkbox"/>	\$10,000
Engineering Fees	<input checked="" type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$0
Other Expenses (identify) <u>Filing Fees</u>	<input checked="" type="checkbox"/>	\$5,000
Total	<input checked="" type="checkbox"/>	\$50,000

(a) The Issuer is offering Shares in multiple series and sub-series. There are presently 10 series. The Shares are identical except that the Series A, Series C, Series E, Series G and Series I Shares are unrestricted and the Series B, Series D, Series F, Series H and Series J Shares are restricted and do not participate in the Issuer's gains or losses relating to "new issues".

(b) Open-end fund; estimated maximum aggregate offering amount.

