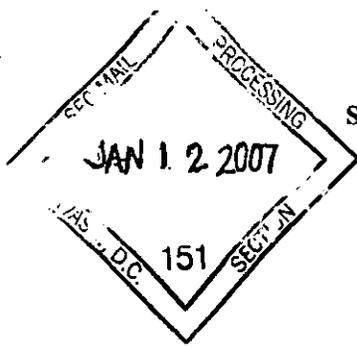


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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

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

OMB APPROVAL
OMB Number:
Expires:
Estimated average burden hours per response

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

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

Offering of Ordinary Shares and Warrants of Ironshore Inc.

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

Type of Filing: New Filing Amendment



07041326

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.)

Ironshore Inc.

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

**c/o Codan Trust Company
(Cayman) Limited
Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town
Grand Cayman
British West Indies**

Telephone Number (including Area Code)

PROCESSED

JAN 22 2007 E

THOMSON
FINANCIAL

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

**Swan building, 3rd Floor
26 Victoria Street
Hamilton HM 12, Bermuda**

Telephone Number (including Area Code)
441-279-8200

Brief Description of Business

Insurance holding company.

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 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

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)

Bear Stearns Merchant Banking Partners III (Cayman), L.P.

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

c/o Bear Stearns Merchant Banking, 383 Madison Ave, 40th Fl, New York, NY 10179

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

Full Name (Last name first, if individual)

Corporate Partners II Limited

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

c/o Lazard Alternative Investments LLC, 30 Rockefeller Plaza, 48th fl., New York, NY 10020

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

Full Name (Last name first, if individual)

Fremont Partners III, L.P.

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

199 Fremont Street, Suite 2300, San Francisco, CA 94105

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

Full Name (Last name first, if individual)

TowerBrook Investors GP II, L.P., as General Partner of TowerBrook Investors II, L.P.

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

c/o TowerBrook Capital Partners L.P., 430 Park Ave, 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)

Deutsch, Robert V.

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

7 Pheasant Hill, Farmington, CT 06032

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

Full Name (Last name first, if individual)

Rock, Leslie John

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

Flat 4, 28 Hill Street, London W1 J SNW, England

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

Full Name (Last name first, if individual)
Blaser, Mitchell

Business or Residence Address (Number and Street, City, State, Zip Code)
2 Lindsley Drive, Larchmont, NY 10538

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

Full Name (Last name first, if individual)
Clements, John

Business or Residence Address (Number and Street, City, State, Zip Code)
One Sound Shore Drive, Suite 104, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
John, Russell

Business or Residence Address (Number and Street, City, State, Zip Code)
4948 Summit View Drive, Westlake Village, CA 91362

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

Full Name (Last name first, if individual)
Bilzin, Jonathan

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o TowerBrook Capital Partners, 430 Park Avenue, 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)
Blanchard, Edward Vermont Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Bear Stearns Merchant Banking, 383 Madison Avenue, 40th Floor, New York, NY 10179

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

Full Name (Last name first, if individual)
Bok, Scott L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Greenhill Capital Partners, 300 Park Avenue, 23rd Floor, 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)
Clements, Robert

Business or Residence Address (Number and Street, City, State, Zip Code)
One Sound Shore Drive, Suite 104, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
Halow, James

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fremont Partners, 199 Fremont Street, Suite 2300, San Francisco, CA 94105

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

Full Name (Last name first, if individual)
Kagan, Jonathan H.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Corporate Partners LLC, 30 Rockefeller Plaza, New York, NY 10020

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

Full Name (Last name first, if individual)
King, David E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Bear Stearns Merchant Banking, 383 Madison Avenue, 40th Floor, New York, NY 10179

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

Full Name (Last name first, if individual)
Neuman, Joshua H.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Bear Stearns Merchant Banking, 383 Madison Avenue, 40th Floor, New York, NY 10179

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

Full Name (Last name first, if individual)
Williamson, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Fremont Capital Partners, 222 Berkeley Street, Suite 1760, Boston, MA 02116

Check Box(es) that Apply:

Promoter

Beneficial Owner

Executive Officer

Director

General and/or
Managing Partner

Full Name (Last name first, if individual)

Zepf, Paul J.

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

c/o Corporate Partners LLC, 30 Rockefeller Plaza, New York, NY 10020

B. INFORMATION ABOUT OFFERING

- | | | |
|--|--|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?</p> <p style="text-align: center; font-size: small;">Answer also in Appendix, Column 2, if filing under ULOE.</p> | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual?.....</p> | \$10,000,000* | |
| <p>3. Does the offering permit joint ownership of a single unit?.....</p> | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| <p>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.</p> | | |

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]

* Subject to the discretion of the issuer.

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	\$1,050,000,000	\$1,030,924,970
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Non-voting Class B Membership Interest Units)	\$0	\$0
Total	\$1,050,000,000	\$1,030,924,970

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	84	\$1,030,924,970
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 type="checkbox"/>	N/A
Printing and Engraving Costs	<input type="checkbox"/>	N/A
Legal Fees	<input checked="" type="checkbox"/>	\$3,000,000
Accounting Fees	<input type="checkbox"/>	N/A
Engineering Fees	<input type="checkbox"/>	N/A
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	N/A

Other Expenses - Third-party administrative and personnel expenses \$15,000,000
 Total \$18,000,000

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. \$1,012,924,970
 This difference is the "adjusted gross proceeds to the issuer."

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 type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Purchase of real estate	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	<u>\$0</u>	<input 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 type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Repayment of indebtedness	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Working capital	<input checked="" type="checkbox"/>	<u>\$1,012,924,970</u>	<input type="checkbox"/>	<u>\$0</u>
Other (specify):	<input type="checkbox"/>	<u>\$0</u>	<input type="checkbox"/>	<u>\$0</u>
Column Totals	<input checked="" type="checkbox"/>	<u>\$1,012,924,970</u>	<input type="checkbox"/>	<u>\$0</u>

Total Payments Listed (column totals added)..... \$1,012,924,970

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) Ironshore Inc.	Signature 	Date 1-10-07
Name of Signer (Print or Type) Bob Deutsch	Title of Signer (Print of Type) President	