1378502

FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden	

FORM D

07043773

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.)
Harbinger Capital Partners Special Situations Offshore Fund, L.P.

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

Type of Filing: ☐ New Filing ☑ Amendment

SEC MAIL PROCESSING RECEIVED FEB 20 2007 WASH. D.C. 100 SECTION

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.)
Harbinger Capital Partners Special Situations Offshore Fund, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
555 Madison Avenue, 16th Floor, New York, New York 10022	(212) 521-6970
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
c/o Ogier Fiduciary Services, Queensgate House, PO Box 1234 GT, Cayman Islands	(345) 945-6264

Brief Description of Business
Private investment fund

PROCESSED
MAR 01 2007
THOMSON FINANCIAL

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 06 Year 06 ☑ 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

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 predictated 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)
Harbinger Capital Partners Special Situations Offshore GP, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)
555 Madison Avenue, 16th Floor, New York, New York 10022

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☑ Manager

Full Name (Last name first, if individual)
HMC-New York, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
555 Madison Avenue, 16th Floor, New York, New York 10022

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

Full Name (Last name first, if individual)
Harbert, Raymond J.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Riverchase Parkway South, Birmingham, Alabama 35244

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

Full Name (Last name first, if individual)
Luce, Michael D.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Riverchase Parkway South, Birmingham, Alabama 35244

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

Full Name (Last name first, if individual)
Miller, Charles D.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Riverchase Parkway South, Birmingham, Alabama 35244

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

Full Name (Last name first, if individual)
Boutwell, David A.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Riverchase Parkway South, Birmingham, Alabama 35244

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer (SVP, General Counsel & Secretary) ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)
Lucas, William R., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)
One Riverchase Parkway South, Birmingham, Alabama 35244

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

B. INFORMATION ABOUT OFFERING

		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	☐	☒
	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 discretion of General Partner to accept lesser amount.	Yes	No
3.	Does the offering permit joint ownership of a single unit?	☒	☐

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)

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 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	$ 0	$ 0
Equity	$ 0	$ 0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	$ 0	$ 0
Partnership Interests	$ 1,000,000,000*	$ 389,041,000
Other (Specify _____)	$ 0	$ 0
Total	$ 1,000,000,00	$ 389,041,000

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	11	$ 81,727,000**
Non-accredited Investors		$
Total (for filings under Rule 504 only)		$

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		$
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	☐	$
Printing and Engraving Costs	☐	$
Legal Fees	☑	$ 420,000.00
Accounting Fees	☑	$ 50,000.00
Engineering Fees	☐	$
Sales Commissions (specify finders' fees separately)	☐	$
Other Expenses (identify) Miscellaneous	☑	$ 5,000.00
Total	☑	$ 475,000.00

*$1,000,000,000 is the targeted amount of the offering in conjunction with the offering of Partnership Interests in Harbinger Capital Partners Special Situations Fund, L.P.

**As of the date of initial filing, the issuer had accepted subscriptions for approximately $81,727,000 from U.S. investors and approximately $389,041,000 from both U.S. and non-U.S. investors.

***Estimated fees and expenses include those for the offering of Partnership Interests in Harbinger Capital Partners Special Situations Fund, L.P.

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." ..... $ 999,525,000.00

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	☐ $	☐ $
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	☐ $	☑ $ 500,000
Other (specify): Investments in securities and financing activities	☐ $	☑ $ 984,025,000
Management fee payable to the investment adviser through Harbinger Capital Partners Special Situations Fund, L.P. (based on annual rate 1.5% of total subscriptions)	☑ $ 15,000,000	☐ $
Column Totals	☑ $ 15,000,000	☑ $ 984,525,000
Total Payments Listed (column totals added)	☑ $ 999,525,000	

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
Harbinger Capital Partners Special Situations Offshore Fund, L.P.	Joel B Piassick	February 14, 2007
Name of Signer (Print or Type)	**Title of Signer (Print or Type)**	
Joel Piassick	Executive Vice President, HMC-New York, Inc., managing member of Harbinger Capital Partners Special Situations Offshore GP, L.L.C., general partner of Harbinger Capital Partners Special Situations Offshore Fund, L.P.	

*All amounts are estimates based on acceptance of targeted subscriptions equal to $1.0 billion in conjunction with subscriptions for Partnership Interests in Harbinger Capital Partners Special Situations Fund, L.P.

ATTENTION

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

END