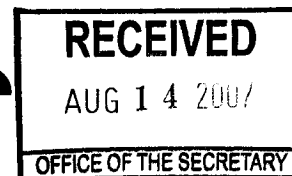


13FCOMP 12/06/07

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549
FORM 13F
FORM 13F COVER PAGE

NON PUBLIC



Report for the Calendar Year or Quarter Ended: June 30, 2007

Check here if Amendment []; Amendment Number:

This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager
Filing this Report:

Name: Fore Research & Management, LP
Address: 280 Park Avenue, 43rd floor
New York, New York 10017



07056208

13F File Number: 028-11162

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this submission.

Person Signing this Report on Behalf of Reporting Manager:

Name: Matthew Li, LLC
Title: Matthew Li, Managing Member
Phone: 212-984-3800
Signature: _____ and Date of Signing: August 13, 2007
/s/ Matthew Li New York, New York

Report Type (Check only one.):

- 13F HOLDINGS REPORT.
- 13F NOTICE.
- 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0
Form 13F Information Table Entry Total: 32
Form 13F Information Table Value Total: \$640,306 (in thousands)

CONFIDENTIAL TREATMENT REQUESTED

List of Other Included Managers:
<TABLE>

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE		SH/ PUT/ PRN CALL	INVSTMT DSCRETN MANAGERS	OTHER MANAGERS	VOTING AUTHORITY	
			(x\$1000)	SHARES / PRN AMT				SOLE	SHARED NONE
ACXION CORP	COM	005125109	29332	1108944	SH	SOLE		1108944	
AEROFLEX INC	COM	007768104	15036	1061149	SH	SOLE		1061149	
AFFILIATED COMPUTER SERVICES	CL A	008190100	36604	645339	SH	SOLE		645339	
AGILE SOFTWARE CORP DEL	COM	00846X105	7413	919688	SH	SOLE		919688	
ALLIANCE DATA SYSTEMS CORP	COM	018581108	18735	242436	SH	SOLE		242436	
ALTEL CORP	COM	020039103	26228	388280	SH	SOLE		388280	
ARCHSTONE SMITH TR	COM	039583109	50375	852229	SH	SOLE		852229	
AVAYA INC	COM	053499109	87611	5202544	SH	SOLE		5202544	
BIOMET INC	COM	090613100	78685	1721016	SH	SOLE		1721016	
CD W CORP	COM	12512N105	21656	254864	SH	SOLE		254864	
CATALINA MARKETING CORP	COM	148867104	10787	342456	SH	SOLE		342456	
CERIDIAN CORP NEW	COM	156779100	12081	345180	SH	SOLE		345180	
COINMACH SVC CORP	UNIT 99/99/9999	19259W107	3243	163236	SH	SOLE		163236	
COINMACH SVC CORP	CL A	19259W206	1510	114100	SH	SOLE		114100	
CRESCENT REAL ESTATE EQUITIE	COM	225756105	3651	162680	SH	SOLE		162680	
DOLLAR GEN CORP	COM	256669102	30187	1377154	SH	SOLE		1377154	
FUNDS CORP	COM	28224R101	9599	272000	SH	SOLE		272000	
FIRST DATA CORP	COM	319963104	1888	57800	SH	SOLE		57800	
GUITAR CTR MGMT INC	COM	402040109	5383	90000	SH	SOLE		90000	
HARMAN INTL INDS INC	COM	413086109	49570	424404	SH	SOLE		424404	
HARRAHS ENTMT INC	COM	413619107	3504	41100	SH	SOLE		41100	
HUNTSMAN CORP	COM	447011107	1638	67400	SH	SOLE		67400	
INTL SECS EXCHANGE HLDGS INC	CL A	46031W204	2091	32000	SH	SOLE		32000	
LDSCO INC	COM	462622101	31441	197892	SH	SOLE		197892	

CONFIDENTIAL TREATMENT EXPIRED

MELLON FINL CORP ✓	COM	58551A108	6089	138380	SH	SOLE	138380
REUTERS GROUP PLC SPONSORED ✓	ADR	76132M102	4138	55403	SH	SOLE	55403
SLM CORP ✓	COM	78442F106	5284	91766	SH	SOLE	91766
SERVICEMASTER CO ✓	COM	81760N109	43803	2833299	SH	SOLE	2833299
SOLECTRON CORP ✓	COM	834182107	5277	1434070	SH	SOLE	1434070
SPIRIT FIN CORP ✓	COM	848568309	2104	144526	SH	SOLE	144526
YKU CORP ✓	COM	873168108	23865	354600	SH	SOLE	354600
TRIBUNE CO NEW ✓	COM	896047107	11496	391036	SH	SOLE	391036

</TABLE>