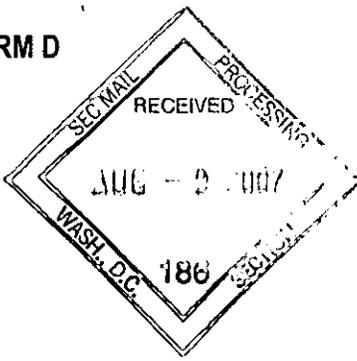


1409506

FORM D



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

OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, and Estimated average burden 1.00 hours per form.

FORM D

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

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

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Magnetar Constellation Fund, Ltd (the "Issuer")

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOF. 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.) Magnetar Constellation Fund, Ltd

Address of Executive Offices (Number and Street, City, State, ZIP Code) Telephone Number (including Area Code) c/o Citeo Fund Services (Cayman Islands) Limited, Windward 1, Regatta Office Park, West Bay Road, P.O. Box 31106, Grand Cayman KY1-1205, Cayman Islands (345) 949-3977

Address of Principal Business Operations (if different from Executive Offices) Telephone Number (Including Area Code) same as above same as above

Brief Description of Business To invest all or some of its assets in Magnetar Constellation Master Fund, Ltd which seeks to achieve consistently high risk-adjusted rates of return by investing in tranches of collateralized debt obligations in the primary and secondary markets.

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 07, 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

PROCESSED AUG 13 2007 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 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, 100 F Street, N.E., 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)  
**Magnetar Financial LLC (the "Investment Manager")**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201**

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

Full Name (Last name first, if individual)  
**Litowitz, Alec N.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Magnetar Financial LLC, 1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201**

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

Full Name (Last name first, if individual)  
**Laser, Russ**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Magnetar Financial LLC, 1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201**

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

Full Name (Last name first, if individual)  
**Smith, Paul**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Magnetar Financial LLC, 1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201**

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

Full Name (Last name first, if individual)  
**Turro, Michael**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Magnetar Financial LLC, 1603 Orrington Avenue, 13<sup>th</sup> Floor, Evanston, Illinois 60201**

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

Full Name (Last name first, if individual)  
**Anderson, Peter D.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Rawlinson & Hunter, One Capital Place, PO Box 897 GT, 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)  
**Douglas, Richard E.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Rawlinson & Hunter, One Capital Place, PO Box 897 GT, Grand Cayman, Cayman Islands**

(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  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Walmsley, William E.J.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Rawlinson & Hunter, One Capital Place, PO Box 897 GT, 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)  
**Blackstone Market Opportunities Offshore Master Fund II Ltd.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Blackstone Alternative Asset Management, 345 Park Avenue, 28<sup>th</sup> Floor, New York, New York 10154**

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

Full Name (Last name first, if individual)  
**BMOF I Ltd**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Blackstone Alternative Asset Management, 345 Park Avenue, 28<sup>th</sup> Floor, New York, New York 10154**

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

Full Name (Last name first, if individual)  
**Centaurus Fund**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Quellos Capital Management, 601 Union Street, 56<sup>th</sup> Floor, Seattle, Washington 98101**

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

Full Name (Last name first, if individual)  
**Grosvenor Institutional Partners, LP Master Series**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Grosvenor Capital Management, LP, 900 North Michigan Avenue, Suite 1100, Chicago, Illinois 60611**

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

Full Name (Last name first, if individual)  
**Grosvenor Master Fund, Ltd**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Grosvenor Capital Management, LP, 900 North Michigan Avenue, Suite 1100, Chicago, Illinois 60611**

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**

- |  |  |   |
|--|--|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....<br/>                 Answer also in Appendix, Column 2, if filing under ULOE.</p>  | YES<br><input type="checkbox"/>            | NO<br><input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual? .....</p>  | \$5,000,000*                               |   |
| <p>* <b>Subject to the discretion of the directors after consultation with the Investment Manager to lower such amount.</b></p>  |  |   |
| <p>3. Does the offering permit joint ownership of a single unit? .....</p>   | YES<br><input checked="" type="checkbox"/> | NO<br><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)

**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 .....	\$0	\$0
Other (Specify <u>Non-Voting Redeemable Participating Shares (the "Shares")</u> )(a) .....	\$1,000,000,000(b)	\$223,977,000
<b>Total</b> .....	<b>\$1,000,000,000 (b)</b>	<b>\$223,977,000</b>

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 .....	19	\$223,977,000
Non-accredited investors .....	0	\$0
<b>Total (for filings under Rule 504 only)</b> .....	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
<b>Total</b> .....	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"/>	\$34,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$85,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$34,000
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"/>	\$17,000
<b>Total</b> .....	<input checked="" type="checkbox"/>	<b>\$170,000</b>

- (a) The Issuer will offer Shares in multiple series ("Series") and sub-series ("Sub-Series"). The Issuer will initially offer two Series of Shares, Series A Shares and Series B Shares. These two Series are identical except in respect of participation in gains and losses from "new issues". Within each Series, the Issuer will also issue a separate Sub-Series of Shares to each shareholder ("Shareholder") on the initial closing date on which such Shareholder purchases Shares in order to properly allocate incentive fees among Shareholders.
- (b) Open-end fund; estimated maximum aggregate offering amount.

