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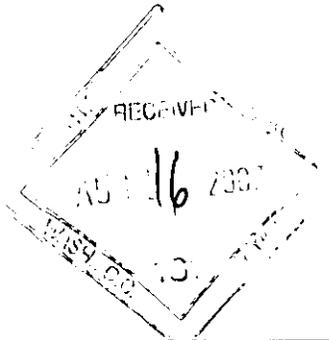
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0076
Expires:	April 30, 2008
Estimated average burden hours per response .....	16.00

FORM D

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

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



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

**Highbridge Long/Short Institutional Fund, Ltd. "Participating Shares"**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
 Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

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

**Highbridge Long/Short Institutional Fund, Ltd.**



07075210

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone number (Including Area Code)  
**c/o PO Box 940 GT, Grand Cayman, Cayman Islands, British West Indies 345-949-0090**

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

Brief Description of Business **Private Investment Fund**

Type of Business Organization

corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

**PROCESSED**  
**B**  
**AUG 23 2007**

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) **Cayman Islands**

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 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)

**Dubin, Glenn**

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

**9 West 57<sup>th</sup> Street, 27<sup>th</sup> Floor, New York, NY 10019**

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

Full Name (Last name first, if individual)

**Crawshaw, Richard**

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

**P.O. Box 10763 Grand Cayman KY1-1007, 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)

**Harris, Clive**

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

**30142 SMB Grand Cayman, Cayman Islands Indies**

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

Full Name (Last name first, if individual)

**Highbridge Capital Management, LLC**

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

**9 West 57<sup>th</sup> Street, 27<sup>th</sup> Floor, New York, NY 10019**

Check Box(es) that Apply:  Promoter  Beneficial Owner  \*Executive Officer  Director  General and/or Managing Partner  
\* Chief Compliance Officer of the Trading Manager

Full Name (Last name first, if individual)

**Rubin, Carolyn**

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

**9 West 57<sup>th</sup> Street, 27<sup>th</sup> Floor, New York, NY 10019**

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

Full Name (Last name first, if individual)

**Harmonic Fund Services (the "Administrator")**

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

**Cayman Corporate Centre, 4th Floor, 27 Hospital Road, P.O. Box 940 GT Georgetown, Grand Cayman, Cayman Islands**

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

Full Name (Last name first, if individual)

**Bernardo, Allen**

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

**Cayman Corporate Centre, 4th Floor, 27 Hospital Road, P.O. Box 940 GT Georgetown, Grand Cayman, Cayman Islands**

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

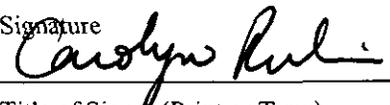
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

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 .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <b>Investment Capital</b>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <b>\$9,999,900,000</b>
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <b>\$9,999,900,000</b>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> <b>\$9,999,900,000</b>

**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) <b>Highbridge Long/Short Institutional Fund, Ltd.</b>	Signature 	Date 8/10/2007
Name of Signer (Print or Type) <b>Carolyn Rubin</b>	Title of Signer (Print or Type) <b>Chief Compliance Officer of Highbridge Capital Management, LLC, the Trading Manager of Highbridge Long/Short Institutional Fund, Ltd.</b>	

**ATTENTION**

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

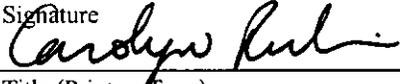
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?.....**NOT APPLICABLE**.....  Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law. **NOT APPLICABLE**
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. **NOT APPLICABLE**
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. **NOT APPLICABLE**

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Highbridge Long/Short Institutional Fund, Ltd.</b>	Signature 	Date <b>8/10/2007</b>
Name of Signer (Print or Type) <b>Carolyn Rubin</b>	Title (Print or Type) <b>Chief Compliance Officer of Highbridge Capital Management, LLC, the Trading Manager of Highbridge Long/Short Institutional Fund, Ltd.</b>	

*END*

Instruction: