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FORM D

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 table with OMB NUMBER: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response: 16.00

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

SEC Mail Dr Section MAR 12 2008 Washington DC 710

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

Redeemable, participating limited-voting 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

1. Enter the information requested about the issuer



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

Bear Stearns Focused Opportunities Fund (Master), Ltd. (Formerly Bear Stearns Equity Focus Fund (Master), Ltd.)

Table with Address of Executive Offices and Telephone Number (including Area Code) 1-345-945-3727

Table with Address of Principal Business Operations and Telephone Number (including Area Code)

Brief Description of Business: Investment Fund

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 05/06 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) FN

PROCESSED MAR 17 2008 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 USC 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. When 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. Information Required: A new filing must contain all information requested. 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 a 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.

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.

	Aggregate Offering Price	Amount Already Sold
Type of Security.....		
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify) Redeemable, participating limited-voting shares.....	<u>\$indefinite</u>	\$ _____ 0
Total.....	<u>\$indefinite</u>	\$ _____ 0

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_____ 0	\$ _____ 0
Non-accredited Investors	_____ 0	\$ _____ 0
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 Security	Dollar Amount Sold
Type of offering		
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total	_____	\$ _____

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"/>	\$ _____ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____ 0
Legal Fees, accounting, etc.	<input type="checkbox"/>	\$ _____ 0
Accounting Fees	<input type="checkbox"/>	\$ _____ 0
Engineering Fees.....	<input type="checkbox"/>	\$ _____ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ _____ 0
Other Expenses (identify)	<input type="checkbox"/>	\$ _____ 0
Total.....	<input type="checkbox"/>	\$ _____ 0

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.".....

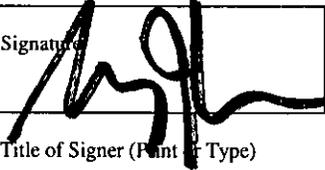
\$indefinite

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"/>	\$ _____	<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 business (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"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Other (specify): investments, amortized organizational expenses and on-going operational expenses	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	<u>\$indefinite</u>
Column Totals.....	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	<u>\$indefinite</u>
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	<u>\$indefinite</u>

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) Bear Stearns Focused Opportunities Fund (Master), Ltd.	Signature 	Date July 16, 2007
Name of Signer (Print or Type) Barry Cohen	Title of Signer (Print or Type) Director	

ATTENTION

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

END