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FORM D

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

OMB APPROVAL
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SEC  
Mail Processing  
Section

JUL 08 2008

Washington, DC  
101

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.)  
H Offshore Fund, Ltd. (the "Issuer")

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer

JUL 14 2008

Name of Issuer ( [ ] check if this is an amendment and name has changed, and indicate change.)  
H Offshore Fund, Ltd.

THOMSON REUTERS

Address of Executive Offices (Number and Street, City, State, Zip Code)  
c/o Ogier Fiduciary Services (Cayman) Limited, Queensgate House, South Church  
Street, P.O. Box 1234, Grand Cayman KY1-1108 Cayman Islands

Telephone Number (Including Area Code)  
(345) 945-6264

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices) c/o International Fund Services (Ireland) Limited, Third  
Floor Bishop's Square, Redmond's Hill, Dublin 2 Ireland

Telephone Number (Including Area Code)  
(353) 1-7075287

Brief Description of Business  
The issuer seeks to invest in and/or trade securities and/or other financial instruments.

Type of Business Organization  
[ ] corporation [ ] limited partnership, already formed [X] other (please specify):  
Cayman Islands Exempted Company  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month/Year  
11/2007 [X] 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

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

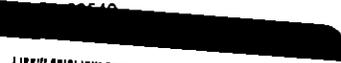
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments requested in Part C, and any material changes from the information previously supplied.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state as a precondition to the claim for exemption, a fee in the proper amount shall accompany this form. The Appendix to the notice constitutes a part of this notice and must be completed.



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manually signed must be photocopies of the manually signed and offering, any changes thereto, the information filed with the SEC.

that have adopted ULOE and that have adopted this form. If a state requires the payment of a fee, the appropriate states in accordance with state law.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**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)  
**H Partners Management, LLC (the "Investment Manager")**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**152 West 57th Street, 52nd Floor  
New York, New York 10019 U.S.A.**

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

Full Name (Last name first, if individual)  
**Jaffer, Rehan**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o H Partners Management, LLC, 152 West 57th Street, 52nd Floor  
New York, New York 10019**

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

Full Name (Last name first, if individual)  
**Litton, David C.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Devonshire Corporate Services Limited, 15 St. George's St  
Douglas IM1 1AJ Isle of Man**

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

Full Name (Last name first, if individual)  
**Banks, John**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Bridgewater (IOM) Limited, PO Box 282, Victoria House, 26 Victoria Street  
Douglas IM99 2DR Isle of Man**

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)

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)



**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 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>common shares, par value \$0.01 (U.S.) per share (the "Interests")</u> ).....	\$ <u>1,000,000,000(a)</u>	\$ <u>7,000,000</u>
Total .....	\$ <u>1,000,000,000(a)</u>	\$ <u>7,000,000</u>

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 .....	<u>2</u>	\$ <u>7,000,000</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	<u>N/A</u>	\$ <u>N/A</u>

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 .....	<u>N/A</u>	\$ <u>0</u>
Regulation A .....	<u>N/A</u>	\$ <u>0</u>
Rule 504 .....	<u>N/A</u>	\$ <u>0</u>
Total .....	<u>N/A</u>	\$ <u>0</u>

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"/>	\$ <u>0</u>
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$ <u>2,500</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>35,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>7,500</u>
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately) .....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify <u>filing fees</u> ).....	<input checked="" type="checkbox"/>	\$ <u>5,000</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>50,000</u>

(a) Open-ended fund; estimated maximum aggregate offering amount.

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

4. 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." ..... \$ 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. 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 adjustment 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 checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Purchase of real estate.....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Construction or leasing of plant buildings and facilities.....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
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).....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Repayment of indebtedness.....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Working capital.....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other (specify): <u>Portfolio Investments</u>	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>999,950,000</u>
Column Totals.....	<input checked="" type="checkbox"/>	\$	<u>0</u>	<input checked="" type="checkbox"/>	\$ <u>999,950,000</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>		\$ <u>999,950,000</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) H Offshore Fund, Ltd.	Signature 	Date 7/3/08
Name (Print or Type) Rehan Jaffer	Title of Signer (Print or Type) Director of the Issuer	

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

**END**