

Tracer 13F CTR - Q3 2008 - Exhibit.txt  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

13FCONF  
1/20/09  
NON-PUBLIC

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2008

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: Tracer Capital Management L.P.  
Address: 540 Madison Avenue  
33rd Floor  
New York, NY 10022

CONFIDENTIAL TREATMENT EXPIRED

13F File Number: 28-11142

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 form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Tom Perrone  
Title: Chief Financial Officer  
Phone: (212) 419-4254

Signature, Place, and Date of Signing:

/s/ Tom Perrone New York, NY November 14, 2008

Report Type (Check only one.):

- [ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

<PAGE>

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form13F Information Table Entry Total: 5

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 Form13F Information Table Value Total: \$103,367 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

NONE

<PAGE>

<TABLE>

INVTMT NAME OF ISSUER DSCRETN MANAGERS	OTHER ISSUER	VOTING AUTHORITY TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE		
				VALUE (x\$1000)	SHARES/ SH/	PUT/ CALL
		SOLE	SHARED	NONE		
		----- BEARINGPOINT INC -----				
074002106	8874	17064912 SH	SOLE	COM	17064912	0
IPCS INC		1691104	COM	44980Y305	37661	1691104 SH
SOLE		1691104	0			
J2 GLOBAL COMMUNICATIONS INC		1275905	COM New	46626E205	29792	1275905 SH
SOLE		1275905	0			
LOOPNET INC			COM	543524300	21135	2150000 SH
SOLE		2150000	0			
SIX FLAGS INC			COM	83001P109	5905	8557988 SH
SOLE		8557988	0			

</TABLE>