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

PROCESSED

MAR 27 2009

THOMSON REUTERS

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TEMPORARY 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

SEC Mail Processing Section

MAR 17 2009

Washington, DC 101

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

Hayground Cove Acquisition Strategies Fund Ltd. - Ordinary 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.)

Hayground Cove Acquisition Strategies Fund Ltd.

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



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

Brief Description of Business Investment in the securities of special purpose acquisition companies

Type of Business Organization: corporation limited partnership, already formed other (please specify): Exempted Company under the Companies Act (Revised) of the Cayman Islands business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year 0 1 0 8 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

GENERAL Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009.

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.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.W., Washington, D.C. 20549 Copies Required: Two (2) 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. 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.

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.

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.

SEC 1972 (6-02) Persons who 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)

Hanson, Roger H.

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

c/o Hayground Cove Acquisition Strategies Fund Ltd., c/o Ogier Fiduciary Services (Cayman) Limited, Queensgate House, South Church Street, P.O. Box 1234, Grand Cayman, KY1 1108, 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)

Guilfoyle, Ronan

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

c/o Hayground Cove Acquisition Strategies Fund Ltd., c/o Ogier Fiduciary Services (Cayman) Limited, Queensgate House, South Church Street, P.O. Box 1234, Grand Cayman, KY1 1108, 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)

Ader, Jason N.

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

1370 Avenue of the Americas, 28th 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)

Hayground Cove Associates LP - Investment Manager

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

1370 Avenue of the Americas, 28th 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)

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)

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

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | \$ 2,000,000* | |
| *Directors may accept a lower investment with the consent of the Investment Manager. | | |
| 3. Does the offering permit joint ownership of a single unit? | Yes
<input checked="" type="checkbox"/> | No
<input type="checkbox"/> |
| 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. | | |

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.....	\$ 1,000,000,000	\$ 81,389,983
Equity.....		
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants).....	\$	\$
Partnership Interests.....	\$	\$
Other (Specify _____).....	\$	\$
Total.....	\$ 1,000,000,000	\$ 81,389,983

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.....	46*	\$ 81,389,983*
Non-accredited Investors.....		\$
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 offering	Type of Security	Dollar Amount Sold
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 checked="" type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 25,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 0
Engineering Fees.....	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Blue Sky Filing Fees</u>	<input checked="" type="checkbox"/>	\$ 3,000
Total.....	<input checked="" type="checkbox"/>	\$ 28,000

*Includes foreign investors

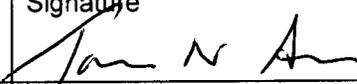
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- 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." \$ 999,972,000
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes 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 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>Investment in Securities</u>	<input checked="" type="checkbox"/> \$	<u>0</u>	<input checked="" type="checkbox"/> \$	<u>999,972,000**</u>
Column Totals.....	<input checked="" type="checkbox"/> \$	<u>0</u>	<input checked="" type="checkbox"/> \$	<u>999,972,000**</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$		<u>999,972,000</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) Hayground Cove Acquisition Strategies Fund Ltd.	Signature 	Date March 9, 2009
Name of Signer (Print or Type) Jason N. Ader	Title of Signer (Print or Type) Director	

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

* It is anticipated that Hayground Cove Associates LP will act as the investment manager of the Issuer (the "Investment Manager). In its capacity as the Investment Manager, the Investment Manager will receive a management fee paid in advance at a quarterly rate of .375% (1.5% per annum) of the net asset value of the Issuer's outstanding shares (the "Management Fee").

** Any difference between \$999,972,000 and the Management Fee.

END