



1499032

# FORM D

09036935

OMB APPROVAL

OMB Number: 3235-0076  
 Expires: March 31, 2009  
 Estimated average burden hours per response: 4.00

Notice of Exempt Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

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

### Item 1. Issuer's Identity

Name of Issuer

FrontPoint Onshore Strategic Credit Fund, L.P.

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization (Select one)

Over Five Years Ago  Within Last Five Years (specify year)  Yet to Be Formed

Previous Name(s)  None  
 FrontPoint Onshore Structured Credit Fund, L.P.  
 PROCESSED  
 MAR 27 2009  
 THOMSON REUTERS

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust
- Other (Specify):

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

### Item 2. Principal Place of Business and Contact Information

Street Address 1

Two Greenwich Plaza

Street Address 2

City

Greenwich

State/Province/Country

CT

ZIP/Postal Code

06830

Phone No.

203-622-5200

### Item 3. Related Persons

Last Name

FrontPoint Strategic Credit Fund GP, LLC

First Name

Middle Name

Street Address 1

Two Greenwich Plaza

Street Address 2

City

Greenwich

State/Province/Country

CT

ZIP/Postal Code

06830

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary) General Partner of the Issuer

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

### Item 4. Industry Group (Select one)

Agriculture

#### Banking and Financial Services

- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No

Other Banking & Financial Services

Business Services

#### Energy

- Electric Utilities
- Energy Conservation
- Coal Mining
- Environmental Services
- Oil & Gas
- Other Energy

#### Health Care

- Biotechnology
- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care

Manufacturing

#### Real Estate

- Commercial

Construction

- REITS & Finance
- Residential
- Other Real Estate

Retailing

Restaurants

#### Technology

- Computers
- Telecommunications
- Other Technology

#### Travel

- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel

Other

**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Section 3(c)(1)            | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(2)            | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(3)            | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(4)            | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(5)            | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(6)            | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input checked="" type="checkbox"/> Section 3(c)(7) |   |

**Item 7. Type of Filing**

- New Notice      OR       Amendment

Date of First Sale in this Offering:  OR  First Sale Yet to Occur

**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?  Yes  No

**Item 9. Type(s) of Securities Offered (Select all that apply)**

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Equity   | <input checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities                 |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities                 |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                            |
- 

**Item 10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 100,000.00

Item 12. Sales Compensation

Recipient: Morgan Stanley & Co. Incorporated; Recipient CRD Number: 8209; (Associated) Broker or Dealer: None; Street Address 1: 1585 Broadway; City: New York; State/Province/Country: NY; ZIP/Postal Code: 10036; States of Solicitation: All States

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ Indefinite; (b) Total Amount Sold \$ 191,062,423.00; (c) Total Remaining to be Sold \$ Indefinite

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering: 16

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 Estimate

Finders' Fees \$ 0 Estimate

Clarification of Response (if Necessary)

Investors that purchase interests through a broker or dealer ("Intermediaries") may pay a one-time upfront fee in addition to such investors' subscription amounts. With respect to certain Intermediaries, the general partner of the issuer (or an affiliate) is expected to pay an annual ongoing fee calculated as a percentage of the net asset value of all interests that have been sold or distributed by such Intermediaries in consideration for the sale, distribution, retention and/or servicing of such interests. These fees are not expenses of the issuer and, therefore, are not reflected herein.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ [ ] 0

Estimate

Clarification of Response (If Necessary)

[ ]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

FrontPoint Onshore Strategic Credit Fund, L.P.

Name of Signer

T.A. MCKINNEY

Signature

[Handwritten Signature]

Title

AUTHORIZED SIGNATORY

Number of continuation pages attached:

6

Date

3/12/09

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: FrontPoint Partners LLC  
First Name: [ ]  
Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza  
Street Address 2: [ ]  
City: Greenwich  
State/Province/Country: CT  
ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Hagarty  
First Name: John  
Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza  
Street Address 2: [ ]  
City: Greenwich  
State/Province/Country: CT  
ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: McKinney  
First Name: T.A.  
Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza  
Street Address 2: [ ]  
City: Greenwich  
State/Province/Country: CT  
ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Boyle  
First Name: Geraldine  
Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza  
Street Address 2: [ ]  
City: Greenwich  
State/Province/Country: CT  
ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Jacoby, First Name: William, Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Mendelsohn, First Name: Eric, Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Eng, First Name: Michelle, Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Eisman, First Name: Steven, Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Rosenthal, First Name: Marc, Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: Savarese, First Name: Noelle, Middle Name: [ ]  
Street Address 1: Two Greenwich Plaza, Street Address 2: [ ]  
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: [ ], First Name: [ ], Middle Name: [ ]  
Street Address 1: [ ], Street Address 2: [ ]  
City: [ ], State/Province/Country: [ ], ZIP/Postal Code: [ ]  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

Last Name: [ ], First Name: [ ], Middle Name: [ ]  
Street Address 1: [ ], Street Address 2: [ ]  
City: [ ], State/Province/Country: [ ], ZIP/Postal Code: [ ]  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): [ ]

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Morgan Stanley & Co. International plc

(Associated) Broker or Dealer  None

Street Address 1

25 Cabot Square, Canary Wharf

City

London

State/Province/Country

England

ZIP/Postal Code

E14 4QA

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

States of Solicitation  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

Recipient

Morgan Stanley Bank International Limited

(Associated) Broker or Dealer  None

Street Address 1

25 Cabot Square, Canary Wharf

City

London

State/Province/Country

England

ZIP/Postal Code

E14 4QA

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

States of Solicitation  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

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: Morgan Stanley Asia Limited  
 (Associated) Broker or Dealer:  None  
 Street Address 1: Three Exchange Square Central  
 City: Hong Kong  
 State/Province/Country: SAR  
 Recipient CRD Number:  No CRD Number  
 (Associated) Broker or Dealer CRD Number:  No CRD Number  
 Street Address 2:   
 ZIP/Postal Code:   
 States of Solicitation:  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

Recipient: Morgan Stanley Asia  
 (Associated) Broker or Dealer:  None  
 Street Address 1: Three Exchange Square Central  
 City: Hong Kong  
 State/Province/Country: SAR  
 Recipient CRD Number:  No CRD Number  
 (Associated) Broker or Dealer CRD Number:  No CRD Number  
 Street Address 2:   
 ZIP/Postal Code:   
 States of Solicitation:  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

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: Bank Morgan Stanley AG  
 (Associated) Broker or Dealer:  None  
 Street Address 1: Bahnhofstrasse 92  
 City: CH-8023 Zurich  
 State/Province/Country: Switzerland  
 ZIP/Postal Code:   
 Recipient CRD Number:  No CRD Number  
 (Associated) Broker or Dealer CRD Number:  No CRD Number  
 Street Address 2:   
 Recipient CRD Number:   
 (Associated) Broker or Dealer CRD Number:  No CRD Number

States of Solicitation  All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient:   
 (Associated) Broker or Dealer:  None  
 Street Address 1:   
 City:   
 State/Province/Country:   
 ZIP/Postal Code:   
 Recipient CRD Number:  No CRD Number  
 (Associated) Broker or Dealer CRD Number:  No CRD Number  
 Street Address 2:   
 Recipient CRD Number:   
 (Associated) Broker or Dealer CRD Number:  No CRD Number

States of Solicitation  All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Copy and use additional copies of this page as necessary.)

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