

FORM D

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

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

1289278

Mail Processing
SEC Mail
Section
MAR 16 2009
Washington, DC

OMB APPROVAL	
OMB Number: 3235-0076	Expires: March 15, 2009
Estimated average burden hours per form 16.00	

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
ABS OFFSHORE SPC - COMMON 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.)
ABS OFFSHORE SPC

Address of Executive Offices (Number and Street, City, State, Zip Code) c/o M&C Corporate Services P.O. Box 309, Uglund House, South Church Street, Georgetown, Grand Cayman, Cayman Islands	Telephone Number (In (345) 949-8066
--	-------------------------------------

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
Investing and Trading in Securities

Type of Business Organization
 corporation limited partnership, already formed other Cayman Exempted Segregated Portfolio Company
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Actual Estimated

Month	Year
1 1	0 2

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

F	N
---	---

)
CN for Canada; FN for foreign jurisdiction)

GENERAL INSTRUCTIONS 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. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

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, 100 F Street, N.E., 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. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

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. Part E and the Appendix need not be filed with the SEC.

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 the 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.



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 Investment Manager

Full Name (Last name first, if individual)

ABS Investment Management LLC

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

55 Railroad Avenue, Greenwich, CT 06830

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of Investment Manager

Full Name (Last name first, if individual)

Russian, Laurence K.

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

55 Railroad Avenue, Greenwich, CT 06830

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of Investment Manager

Full Name (Last name first, if individual)

De Coster, Alain

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

55 Railroad Avenue, Greenwich, CT 06830

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Member of Investment Manager

Full Name (Last name first, if individual)

Valle, Guilherme R.

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

55 Railroad Avenue, Greenwich, CT 06830

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

Full Name (Last name first, if individual)

Verhooren, John

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

Citco Fund Services (Europe) B.V., Telestone 8 - Teleport, Naritaweg 165, 1043 BW Amsterdam, The Netherlands

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

Full Name (Last name first, if individual)

Ehrensperger, Georg

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

Citco Fund Services (Europe) B.V., Telestone 8 - Teleport, Naritaweg 165, 1043 BW Amsterdam, The Netherlands

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)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual \$ 50,000
 Subject to the discretion of the Directors to accept lesser amounts

3. Does the offering permit joint ownership of a single unit? Yes No

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)
Citigroup Global Markets Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
388 Greenwich Street, New York, NY 10013

Name of Associated Broker or Dealer
CRD #7059

State 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)
Potomac Capital Markets, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
5 South Market Street, Frederick, MD 21701

Name of Associated Broker or Dealer

State 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

State 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 OR 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.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>*</u>	\$ <u>1,414,080,200</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (specify):	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ <u>*</u>	\$ <u>1,414,080,200</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>250</u>	\$ <u>1,414,080,200</u>
Non-accredited Investors	<u>0</u>	\$ <u>0</u>
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.....	_____	\$ _____

*No minimum or maximum amount

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

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 expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ 1,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 10,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 3,000
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finder's fees separately)	<input type="checkbox"/>	\$ * _____
Other Expenses (identify) delivery, mailing, fax, telephone, transportation	<input checked="" type="checkbox"/>	\$ 1,000
Total	<input checked="" type="checkbox"/>	\$ 15,000

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.”

\$ 1,414,065,200

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.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments to Others
Salaries and Fees	<input checked="" type="checkbox"/>	\$28,335,845, represents aggregate management and directors fees paid to date	<input type="checkbox"/>	\$ _____
Purchase of real estate.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ _____
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 type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ _____
Repayment of indebtedness.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ _____
Working capital.....	<input checked="" type="checkbox"/>	\$1,385,729,355, adjusted gross proceeds less aggregate management fees paid to date	<input type="checkbox"/>	\$ _____
Other	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input checked="" type="checkbox"/>	\$1,385,729,355	<input type="checkbox"/>	\$ _____
Total Payments Listed (column totals added)		\$1,385,729,355		\$ _____

*Finder's Fee of \$1,063,390 paid by Management

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) ABS OFFSHORE SPC	Signature ABS Investment Management LLC By: 	Date 3/13/09
Name of Signer (Print or Type) David Finn	Title (Print or Type) Authorized Person	

ATTENTION

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