

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	February 28, 2009
Estimated average burden	
Hours per response:	16.00



09038397

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	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
TPG-Axon Partners (Offshore), Ltd. (Relating to Sub-Class G Shares and Sub-Class H Shares)

1319131 SEC
Wall Processing
Section

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

Type of Filing: New Filing Amendment

MAR 10 2009

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Washington, DC
100

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
TPG-Axon Partners (Offshore), Ltd.

Address of Executive Offices (Number and Street, City, State, Zip Code)
c/o Goldman Sachs (Cayman) Trust, Limited, PO Box 896GT, Harbour Centre, 2nd
Floor, George Town, Grand Cayman, Cayman Islands, BWI

Telephone Number (Including Area Code)
345-949-6700

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 To operate as a private investment fund.

Type of Business Organization

- corporation
- limited partnership, already formed
- other (please specify): a Cayman Islands exempted company
- business trust
- limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 11 Year 04 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 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, 450 Fifth 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. Any copies not manually signed must be photocopies 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:

- o Each promoter of the issuer, if the issuer has been organized within the past five years;
- o 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;
- o Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- o Each general and managing partner of partnership issuers.

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

Full Name (Last name first, if individual)

Singh, Dinakar

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

c/o TPG-Axon Capital Management, L.P., 888 Seventh Avenue, New York, New York 10019

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

Full Name (Last name first, if individual)

Mandelblatt, Eric

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

c/o TPG-Axon Capital Management, L.P., 888 Seventh Avenue, New York, New York 10019

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

Full Name (Last name first, if individual)

Lang, Martin

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

c/o Goldman Sachs (Cayman) Trust, Limited, PO Box 896GT, Harbour Centre, 2nd Floor, George Town, Grand Cayman, Cayman Islands, BWI

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

Full Name (Last name first, if individual)

Goodall, Ian

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

c/o Goldman Sachs (Cayman) Trust, Limited, PO Box 896GT, Harbour Centre, 2nd Floor, George Town, Grand Cayman, Cayman Islands, BWI

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

Full Name (Last name first, if individual)

Gismondi, Michael

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

c/o TPG-Axon Capital Management, L.P., 888 Seventh Avenue, 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)

(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 No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual **\$10,000,000***
 *Subject to the discretion of the Board of 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. **Not Applicable**

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]

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	\$0	\$0
Equity	\$10,000,000,000	\$3,232,815,820
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify)	\$0	\$0
Total	\$10,000,000,000	\$3,232,815,820

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	128	\$3,232,815,820
Non-accredited Investors	0	\$0
Total (for filing 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	[]	\$0
Printing and Engraving Costs	[X]	\$*
Legal Fees	[X]	\$*
Accounting Fees	[X]	\$*
Engineering Fees	[]	\$0
Sales Commissions (specify finders' fees separately)	[]	\$0
Other Expenses (identify)	[X]	\$*
Total	[X]	\$359,000*

*All offering and organizational expenses are estimated not to exceed \$359,000.

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

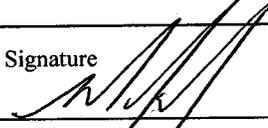
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$9,999,641,000

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.....	[]	\$ _____	[]	\$ _____
Purchase of real estate.....	[]	\$ _____	[]	\$ _____
Purchase, rental or leasing and installation of machinery and equipment....	[]	\$ _____	[]	\$ _____
Construction or leasing of plant buildings and facilities.....	[]	\$ _____	[]	\$ _____
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).....	[]	\$ _____	[]	\$ _____
Repayment of indebtedness.....	[]	\$ _____	[]	\$ _____
Working capital.....	[]	\$ _____	[]	\$ _____
Other (specify): <u>Investment Capital</u>	[X]	\$9,999,641,000	[]	\$ _____
.....				
.....				
Column Totals.....	[X]	\$9,999,641,000	[]	\$ _____
Total Payments Listed (column totals added)		[X]		\$9,999,641,000

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) TPG-Axon Partners (Offshore), Ltd.	Signature 	Date 3/13/09
Name of Signer (Print or Type) Michael Gismondi	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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

E. STATE SIGNATURE

Yes No

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

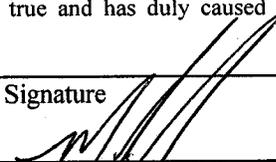
See Appendix, Column 5, for state response. **Not applicable**

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. **Not applicable**

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. **Not applicable**

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. **Not applicable**

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
TPG-Axon Partners (Offshore), Ltd.		3/13/09
Name (Print or Type)	Title (Print or Type)	
Michael Gismondi	Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

TPG-AXON PARTNERS (OFFSHORE), LTD.

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Not Applicable Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Sub-Class G Shares and Sub-Class H Shares Par Value U.S. \$0.01 per Share \$10,000,000,000	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AK									
AL									
AR									
AZ									
CA		X	X	10	\$206,471,924	0	0		
CO									
CT		X	X	3	\$8,200,000	0	0		
DC		X	X	5	\$59,000,000	0	0		
DE		X	X	2	\$51,500,000	0	0		
FL		X	X	1	\$14,000,000	0	0		
GA									
HI									
IA									
ID									
IL		X	X	9	\$255,700,000	0	0		
IN		X	X	3	\$79,000,000	0	0		
KS									
KY									
LA									
MA		X	X	4	\$255,000,000	0	0		
MD		X	X	2	\$28,000,000	0	0		
ME									
MI		X	X	1	\$10,000,000	0	0		
MN									
MO		X	X	3	\$89,443,454	0	0		
MS									
MT									
NC		X	X	2	\$85,500,000	0	0		

APPENDIX

TPG-AXON PARTNERS (OFFSHORE), LTD.

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Sub-Class G Shares and Sub-Class H Shares Par Value U.S. \$0.01 per Share \$10,000,000,000	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Not Applicable Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
ND									
NE									
NH									
NJ		X	X	11	\$197,500,000	0	0		
NM									
NV		X	X	2	\$52,768,773	0	0		
NY		X	X	53	\$1,192,293,159	0	0		
OH		X	X	2	\$30,000,000	0	0		
OK									
OR									
PA		X	X	2	\$7,500,000	0	0		
PR									
RI		X	X	1	\$82,000,000	0	0		
SC									
SD									
TN									
TX		X	X	7	\$321,204,073	0	0		
UT									
VA		X	X	3	\$192,750,000	0	0		
VI									
VT									
WA		X	X	2	\$14,984,438	0	0		
WI									
WV									
WY									

PS|SHIP™

FedEx®

package id

0020735

ship date

Fri, Mar 13

to

Securities and
Exchange Commission
100 F St NE
Washington, DC 20549-
2000 US
(202) 551-8090

residential address

No

return label

No

from

Olga Evgrafieva (06301)
Schulte Roth & Zabel LLP
919 Third Ave.
23rd Floor
New York, NY 10022 US
(212) 610-7236

billing

TPG-Axon Capital Man...t,
LP.TPG-Axon Offshore
(079462.0003)

operator

Olga Evgrafieva
(212) 610-7236
olga.evgrafieva@srz.com

create time

03/13/09, 6:08PM

vendor

FedEx

tracking number

798091310035

service

FedEx Standard Overnight

packaging

FedEx Envelope

signature

Indirect signature - at or
near address

courtesy quote

8.83

*The courtesy quote does not
reflect fuel surcharge and does
not necessarily reflect all
accessorial charges.*

Legal Terms and Conditions

Tendering packages by using this system constitutes your agreement to the service conditions for the transportation of your shipments as found in the applicable FedEx Service Guide, available upon request. FedEx will not be responsible for any claim in excess of the applicable declared value, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the applicable FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of 100 USD or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is 500 USD, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see applicable FedEx Service Guide. FedEx will not be liable for loss or damage to prohibited items in any event or for your acts or omissions, including, without limitation, improper or insufficient packaging, securing, marking or addressing, or the acts or omissions of the recipient or anyone else with an interest in the package. See the applicable FedEx Service Guide for complete terms and conditions. To obtain information regarding how to file a claim or to obtain a Service Guide, please call 1-800-GO-FEDEX (1-800-463-3339).

©2003-2009 Lynch Marks LLC. All rights reserved. PS|Ship™ is a trademark of Lynch Marks LLC.
Other product and company names listed are trademarks or trade names of their respective companies.