CINT TIMES

Form D

1244660

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SEC 1972 (6/02) Potential persons who are to 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.

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 state exemption unless such exemption is predicated on the filing of a federal notice.



PROCESSED

AUG 2 6 2003

THOMSON FINANCIAL

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

FORM D

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response1

SEC USE ONLY					
Prefix		Serial			
DATE RECEIVED					

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Offering of limited partnership interests in Traxis Fund Offshore LP					
Filing Under (Check box(es) that apply)	[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE				
Type of Filing: [] New Filing	[X] Amendment				

A. F	BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment and na Traxis Fund Offshore LP	me has changed, and indicate change	e.)
Address of Executive Offices (Number and Street, Ci c/o M&C Corporate Services Limited, P.O. Box 3090 Street, Georgetown, Grand Cayman, Cayman Islands	GT, Ugland House, South Church	Telephone Number (Including Area Code) (212) 762-7632
Address of Principal Business Operations (Number at (if different from Executive Offices) Brief Description of Business Hedge Fund.	nd Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Type of Business Organization		
	partnership, already formed artnership, to be formed	[] other (please specify):
Actual or Estimated Date of Incorporation or Organiz	Month Year 05 03	[X] Actual [] Estimated
Jurisdiction of Incorporation or Organization: FN	(Enter two-letter U.S. Postal Servic CN for Canada; FN for other foreig	

GENERAL INSTRUCTIONS

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 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: Five (5) 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 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 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 in the notice constitutes a part of this notice and must be completed.

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						
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: [X] Promoter [] Beneficial Owner [] Executive Officer [] Director [X] General and/or						
Managing Partner Morgan Stanley Hedge Fund Partners Caymans Ltd.						
Full Name (Last name first, if individual)						
c/o M&C Corporate Services Limited, P.O. Box 309GT, Ugland House, South Church Street, Georgetown, Grand Cayman, Cayman Islands						
Business or Residence Address (Number and Street, City, State, Zip Code)						
Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or						
Managing Partner						
Morgan Stanley Hedge Fund Partners LP						
Full Name (Last name first, if individual)						
1221 Avenue of the Americas, 33 rd Floor, New York, NY 10020 Business or Residence Address (Number and Street, City, State, Zip Code)						
Business of Residence Address (Number and Street, City, State, 21p Code)						
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director []General and/or						
Managing Partner						
J.P. Morgan Multi-Strategy Fund, Ltd. Full Name (Last name first, if individual)						
Walker House, Mary Street, P.O. Box 908 GT, George Town, Grand Cayman, Cayman Islands, B.W.I.						
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)						
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General and/or						
Managing Partner						
R. Putnam Coes III						
Full Name (Last name first, if individual) 1221 Avenue of the Americas, 33 rd Floor, New York, NY 10020						
Business or Residence Address (Number and Street, City, State, Zip Code)						
2 auntee of the state of the st						
(Use blank sheet, or copy [] Promoter [] Beneficial Owner [] Executive Officer [X] Director ¹ []General and/or						
and use additional copies Managing Partner						
of this sheet, as necessary.)						

¹ Director of Morgan Stanley Hedge Fund Partners Cayman Ltd., the General Partner of Traxis Fund Offshore LP.

² Executive Officer of Morgan Stanley Hedge Fund Partner Cayman Ltd., the General Partner of Traxis Fund Offshore LP.

		•	
Check Box(es) that Apply: [] Promoter [] Benefi	cial Owner [] Executive Officer	[X] Director ¹	[]General and/or Managing Partner
Timothy B. Shannon			
Full Name (Last name first, if individual)			
1221 Avenue of the Americas, 33 rd Floor, New York, NY	10020		
Business or Residence Address (Number and Street, City, S	tate, Zip Code)		
Check Box(es) that Apply: [] Promoter [] Benefit	cial Owner [X] Executive Officer ²	[] Director	[]General and/or
			Managing Partner
Robert Meyer			
Full Name (Last name first, if individual)			
1221 Avenue of the Americas, 33rd Floor, New York, NY	10020		
Business or Residence Address (Number and Street, City, S	tate, Zip Code)		
Check Box(es) that Apply: [] Promoter [] Benefit	cial Owner [X] Executive Officer ²	[] Director	[]General and/or
			Managing Partner
M. Paul Martin			
Full Name (Last name first, if individual)			
1221 Avenue of the Americas, 33rd Floor, New York, NY	10020		
Business or Residence Address (Number and Street, City, S	tate, Zip Code)		

¹ Director of Morgan Stanley Hedge Fund Partners Cayman Ltd., the General Partner of Traxis Fund Offshore LP.

² Executive Officer of Morgan Stanley Hedge Fund Partner Cayman Ltd., the General Partner of Traxis Fund Offshore LP.

B. INFORMATION ABOUT OFFERING												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												
(The m	t is the min inimum in ent amount	itial inves	stment is S	\$500,000,	except tha							5 500,000
3. Does	the offerin	g permit	joint own	ership of a	a single ur	nit?			•••••			
3. Does the offering permit joint ownership of a single unit? 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. Morgan Stanley DW Inc. Full Name (Last name first, if individual)												
Busines	Broadway, s or Reside	nce Addr	ess (Num	ber and St	reet, City,	State, Zip	Code)					
Name o	f Associate	d Broker	or Dealer									
	Which Per "All States"									[X] A	Il States	77.,404.00
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	ID] [MO] [PA] [PR]
Full Na	Stanley & ne (Last na	me first,	if individ	ual)							- m	
	venue of the s or Reside						Code)					11,000,000,000
States in	Which Pe	rson Liste	ed Has So	licited or l	Intends to	Solicit Pu	rchasers					
(Check	"All States"	or checl	k individu	al States)						[X] A	Il States	
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	ID] [MO] [PA] [PR]
Full Na	me (Last na	me first,	if individ	ual)			· · · · ·					
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)												
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	ID] [MO] [PA] [PR]

* ongoing sales

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 Debt Equity [] Common [] Preferred	Aggregate Offering Price \$0 \$	Amount Already Sold \$ 0 \$ 0
Convertible Securities (including warrants) Partnership Interests Other (Specify	\$ 0 \$ * \$ 0 \$ * * Ongoing – no maximum	\$ 0 \$ 342,420,000 \$ 0 \$ 342,420,000
2. Enter the number of accredited and non-accredited investors who 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." Accredited Investors	Number Investors 72 0 N/A	Aggregate Dollar Amount of Purchases \$ 342,420,000 \$ 0 \$ N/A
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, 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 Rule 505 Regulation A Rule 504 Total	N/A N/A	Dollar Amount Sold
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 Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Miscellaneous offering costs Total	$ \begin{bmatrix} \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ $	

Morgan Stanley Hedge Fund Partners Cayman Ltd.,

General Partner of the Issuer

C. OFFERING PRICE, NUMBER C	OF INVESTORS, EXPEN	NSES AND USE OF PI	ROCEEDS
b. Enter the difference between the aggregate offering price C-Question 1 and total expenses furnished in response to Par This difference is the "adjusted gross proceeds to the issuer."	t C-Questions 4.a.	\$* * Ongoing – no maxin	num
5. Indicate below the amount of the adjusted gross proceeds proposed to be used for each of the purposes shown. If the as is not known, furnish an estimate and check the box to the let total of the payments listed must equal the adjusted gross proforth in response to Part C-Question 4.b above.	mount for any purpose ft of the estimate. The	Ongoing – no maxin	Adii
		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 s in this offering that may be used in exchange for the as	ssets or	[]\$	()\$
securities of another issuer pursuant to a merger) Repayment of indebtedness		[]\$	[]\$
Working capital		[]\$	[]\$
Other (specify): <u>investment in securities</u>		[]\$	[√]\$*
Column Totals		[√] \$ <u>*</u>	[√]\$ <u>*</u>
Total Payments Listed (column totals added)		[√]\$_ * Ongoing – no maxim	* um
D. F	FEDERAL SIGNATURE	,	
The issuer has duly caused this notice to be signed by the und following signature constitutes an undertaking by the issuer to fits staff, the information furnished by the issuer to any nor	o furnish to the U.S. Secur	rities and Exchange Con	nmission, upon written request
Issuer (Print or Type) Traxis Fund Offshore LP	Signature	1112	Date
	AP los	m ·	8-20, 2003
Name of Signer (Print or Type)	Title (Print or Type)		

ATTENTION

Fund Partners Cayman Ltd.

R. Putnam Coes III, Director of Morgan Stanley Hedge

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