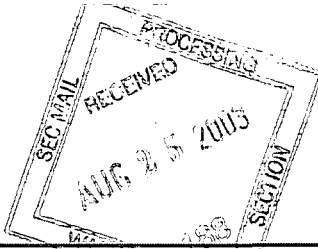


Form D



12441660

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



03059939

**PROCESSED**

AUG 26 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 response . . . 1

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     Rule 506     Section 4(6)     ULOE

Type of Filing:     New Filing     Amendment



**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:  Promoter  Beneficial Owner  Executive Officer  Director  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, Uglan 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:  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<sup>rd</sup> Floor, New York, NY 10020

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

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  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<sup>rd</sup> Floor, New York, NY 10020

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.)  Promoter  Beneficial Owner  Executive Officer  Director<sup>1</sup>  General and/or Managing Partner

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

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

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director<sup>1</sup>     General and/or Managing Partner

Timothy B. Shannon  
Full Name (Last name first, if individual)  
1221 Avenue of the Americas, 33<sup>rd</sup> Floor, New York, NY 10020  
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer<sup>2</sup>     Director     General and/or Managing Partner

Robert Meyer  
Full Name (Last name first, if individual)  
1221 Avenue of the Americas, 33<sup>rd</sup> Floor, New York, NY 10020  
Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer<sup>2</sup>     Director     General and/or Managing Partner

M. Paul Martin  
Full Name (Last name first, if individual)  
1221 Avenue of the Americas, 33<sup>rd</sup> Floor, New York, NY 10020  
Business or Residence Address (Number and Street, City, State, Zip Code)

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

<sup>2</sup> 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?..... Yes No  
 Answer also in Appendix, Column 2, if filing under ULOE. [ ] [X]

2. What is the minimum investment that will be accepted from any individual?..... \$ 500,000\*  
 \*(The minimum initial investment is \$500,000, except that the General Partner may waive this minimum initial investment amount from time to time in its discretion.)

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

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)  
 1585 Broadway, 11<sup>th</sup> Floor, New York, NY 10036  
 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) ..... [ X ] 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] |

Morgan Stanley & Co. Incorporated  
 Full Name (Last name first, if individual)  
 1221 Avenue of the Americas, 4<sup>th</sup> Floor, New York, NY 10020  
 Business or Residence Address (Number and Street, City, State, Zip Code)

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
 (Check "All States" or check individual States) ..... [ X ] 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] |

**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	\$ <u>0</u>	\$ <u>0</u>
Equity	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>*</u>	\$ <u>342,420,000</u>
Other (Specify _____).	\$ <u>0</u>	\$ <u>0</u>
Total .....	\$ <u>*</u>	\$ <u>342,420,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

\* Ongoing – no maximum

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."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>72</u>	\$ <u>342,420,000</u>
Non-accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	<u>N/A</u>	\$ <u>N/A</u>

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, 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.....	<u>N/A</u>	\$ <u>0</u>
<u>Regulation A</u> .....	<u>N/A</u>	\$ <u>0</u>
Rule 504.....	<u>N/A</u>	\$ <u>0</u>
Total.....	<u>N/A</u>	\$ <u>0</u>

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 type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$ <u>15,000</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>100,000</u>
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ <u>3,000</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0*</u>
Other Expenses (identify) <u>Miscellaneous offering costs</u> .....	<input checked="" type="checkbox"/>	\$ <u>35,000</u>
Total .....	<input checked="" type="checkbox"/>	\$ <u>153,000</u>

\* ongoing sales

**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-Questions 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$ \_\_\_\_\_ \*  
\* Ongoing – no maximum


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"/> \$ _____ *	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<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"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): <u>investment in securities</u> .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ _____ *
Column Totals.....	<input checked="" type="checkbox"/> \$ _____ *	<input checked="" type="checkbox"/> \$ _____ *
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ _____ *	

\* Ongoing – no maximum

**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) Traxis Fund Offshore LP	Signature 	Date 8-20, 2003
Name of Signer (Print or Type) Morgan Stanley Hedge Fund Partners Cayman Ltd., General Partner of the Issuer	Title (Print or Type) R. Putnam Coes III, Director of Morgan Stanley Hedge Fund Partners Cayman Ltd.	

**ATTENTION**

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