FORM D

# 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



Name of Offering	(☐ check if this is an a	mendment and name	has changed, and in	ndicate change.)		1718400		
Issuance of Limited	d Partnership Interests o		1010/22					
Filing Under (Check	box(es) that apply):	☐ Rule 504	Rule 505	⊠ Rule 506	Section 4(6)	ULOE		
Type of Filing:	☐ New Filing							
		A. BASI	C IDENTIFICAT	ION DATA				
1. Enter the inform	nation requested about the	issuer						
Issuance of Limited Partnership Interests of K2 Summit Master Fund, LP  Filing Under (Check box(es) that apply):								
K2 Summit Master	Fund, LP							
Address of Executiv	e Offices:		(Number and Stree	et, City, State, Zip Co	de) Telephone	Telephone Number (Including Area Code)		
c/o K2 Advisors, Ll	LC, 300 Atlantic Street, 1	2 <sup>th</sup> Floor, Stamford,	Connecticut 06901			(203)905.5358		
Address of Principal	Offices		(Number and Stree	et, City, State, Zip Co	de) Telephone	Number (Including Area Code)		
(if different from Exe	cutive Offices)							
Brief Description of I	Business: Private In	vestment Company				PROCESSED		
Type of Business Or	rganization							
• •	<u>_</u>		partnership, already	formed	other (please	specify) JUL 25 2003 ,		
	☐ business trust	☐ limited	partnership, to be fo	rmed		THOMSON .		
Filing Under (Check box(es) that apply):								
Actual or Estimated	Date of Incorporation or O	rganization:	0 3	0	_4 🔛 🖾 A	ctual Estimated		
Jurisdiction of Incorp	ooration or Organization: (	Enter two-letter U.S.	Postal Service Abbr	eviation for State;				
		С	N for Canada; FN fo	or other foreign jurisdi	ction)	DE		

#### **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 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: 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 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.

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 control number.



		A. BASIC II	DENTIFICATION DATA	A	
<ul><li>Each promoter of the</li><li>Each beneficial own</li><li>Each executive office</li></ul>	ne issuer, if the is ner having the po cer and director o	suer has been organized wit wer to vote or dispose, or di of corporate issuers and of co	rect the vote or disposition c		
2. Einet the information requested for the foliowing:					
Full Name (Last name first,	if individual): K	2 Advisors, LLC (its manag	ger)		
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod	le): 300 Atlantic Street, 12	2 <sup>th</sup> Floor, Stamfor	d, Connecticut 06901
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Saunders, David C.			!
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod	•	h Floor, Stamford	Connecticut 06901
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner			_
Full Name (Last name first,	f individual):	K2 Summit Investors, Ltd.			
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	∐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual):	Christie, Stephanie			
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod		Elaar Stamford	Connecticut 05901
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner			
Full Name (Last name first,	f individual):	Douglass, William A.			
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod		Tier Structure	Commodiant 00004
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner			
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod	le):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod	le):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual):	<del></del>		<del> </del>	
Business or Residence Add	ress (Number an	d Street, City, State, Zip Cod	e):		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

## 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. \$1,000,000\* What is the minimum investment that will be accepted from any individual? 3 Does the offering permit joint ownership of a single unit? Yes □ No 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) 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 ☐ All States (Check "All States" or check individual States)..... $\square$ [AL] $\square$ [AK] $\square$ [AZ] $\square$ [AR] $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] $\square$ [GA] $\square$ [HI] □ [IA] $\square$ [KS] $\square$ [KY] $\square$ [LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] [MN] □ [MS] □ [MO] □ [IN] 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 $\square$ [AL] $\square$ [AK] $\square$ [AZ] $\square$ [AR] $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] $\square$ [GA] $\square$ [HI] □ [IN] □ [IA] $\square$ [KS] $\square$ [KY] $\square$ [LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] [MN] ☐ [MS] ☐ [MO] $\square$ [SC] $\square$ [SD] $\square$ [TN] $\square$ [TX] $\square$ [UT] $\square$ [VA] $\square$ [WA] $\square$ [WV] $\square$ [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 ☐ All States (Check "All States" or check individual States)..... $\square$ [AL] $\square$ [AK] $\square$ [AZ] $\square$ [AR] $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] $\square$ [GA] $\square$ [HI] □ [IN] □ [IA] $\square$ [KS] $\square$ [KY] $\square$ [LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] [MN] ☐ [MS] ☐ [MO] $\square$ [NV] $\square$ [NH] $\square$ [NJ] $\square$ [NM] $\square$ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] □ [RI] (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING** 

# 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	<u>\$</u> _	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	<u>\$_</u>	0	\$	0
	Partnership Interests	\$	0	\$	0
	Other (Specify) limited partnership interests	\$_	500,000,000	\$	112,450,000
	Total	\$	500,000,000	\$	112,450,000
	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		2	\$	112,450,000
	Non-accredited Investors		n/a	\$	n/a
	Total (for filings under Rule 504 only)	·	0	\$	0
	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		Types of Security		Dollar Amount Sold
	Rule 505		•	\$	n/a
	Regulation A			\$	n/a
	Rule 504		n/a	•	n/a
	Total			*	n/a
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.	·	IVA	Ψ	liva
	Transfer Agent's Fees		🗆	\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		🛛	\$	10,000
	Accounting Fees			\$	0_
	Engineering Fees		🗆	\$	0_
	Sales Commissions (specify finders' fees separately)		🗖	\$	0
	Other Expenses (identify))			\$	0
	Total	•••••	🛛	\$	10,000

4	b.Enter the difference between the aggregate offering price given in response to Part C—and total expenses furnished in response to Part C—Question 4.a. This difference is the gross proceeds to the issuer."	"adjusted	1		<u>\$</u>	499,990	,000
5	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed used for each of the purposes shown. If the amount for any purpose is not known, furnis estimate and check the box to the left of the estimate. The total of the payments listed m	d to be h an lust equal					
	the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b.	above.	Óffid Direc	ents to cers, tors & iates		•	nents to thers
	Salaries and fees		\$	0		\$	0
	Purchase of real estate		\$	0		\$	00
	Purchase, rental or leasing and installation of machinery and equipment		\$	0		\$	0
	Construction or leasing of plant buildings and facilities		\$	0		\$	0
	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 issurpursuant to a merger	er	\$	0		\$	0
	Repayment of indebtedness		\$	0		\$	0
	Working capital		\$	0	⊠	<del></del>	,990,000
	Other (specify):		\$	0		\$	0
			\$	0		\$	0
	Column Totals		\$	0	_ ⊠		990,000
	Total payments Listed (column totals added)			<b>⊠</b> \$49	9,990		-
	D. FEDERAL SIGNATU	IRF					
СО	is issuer has duly caused this notice to be signed by the undersigned duly authorized pers nstitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Com the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	on. If this					
lss	suer (Print or Type) Summit Master Fund, LP			Da		y 14, 200	)5
	ame of Signer (Print or Type) Title of Signer (Print or Type) ephanie Christie Chief Financial Officer, K2 A	dvisors,	L.L.C., its Gen	eral Partne	er		
	ATTENTION						
	Intentional misstatements or omissions of fact constitute federal	criminal	violations. (Se	e 18 U.S.C	. 1001.)		

### **E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

- 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.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 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.

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 C	Date				
K2 Summit Master Fund, LP	XXXX	July 14, 2005				
Name of Signer (Print or Type)	Title of Signer (Print or Type)					
Stephanie Christie	Chief Financial Officer, K2 Advisors, L.L.C., its	Chief Financial Officer, K2 Advisors, L.L.C., its General Partner				

#### Instruction:

Print the names 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 manual not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				AP	PENDIX				
1	Intend to sell to non-accredited investors in State (Part B – Item 1)		3		5				
			ted offering price ate offered in state		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)				
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL							<del></del>		
AK									
AZ									
AR									<del> </del>
CA									
со						•			
СТ		Х	\$500,000,000	1	\$4,800,000	0	0		Х
DE									
DC									
FL									
GA									
Hì									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA				···					<u>.</u>
Mi									<u> </u>
MN	·-								
MS									<del> </del>
MO									<u> </u>
MT									
NE								1	
NV									<u> </u>
NH									<u> </u>
NJ									<u> </u>
NM									

				AP	PENDIX				
1	Intend to sell to non-accredited investors in State (Part B – Item 1)		3		5				
			<ul> <li>Type of security and aggregate offering price offered in state (Part C – Item 1)</li> </ul>	Type of investor and Amount purchased in State (Part C – Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY									
NC									
ND									
ОН									
ок									
OR									
PA									
RI									
sc									
SD									
TN									
TX				_					
UT				-					
VT									
VA									
WA									
w									
WI									
WY									
Non		х	\$500,000,000	1	\$107,650,000	0	0		Х