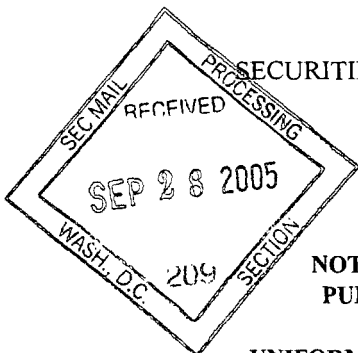


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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated Average burden hours per form16.00

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

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering: GENESIS EMERGING MARKETS OPPORTUNITIES FUND LIMITED: OFFERING OF CLASS A AND CLASS B SHARES OF PAR VALUE U.S. \$0.01 EACH CORRESPONDING TO THE SMALLER COMPANIES PORTFOLIO

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.)

GENESIS EMERGING MARKETS OPPORTUNITIES FUND LIMITED

Address of Executive Offices (Number and Street, City, State, Zip Code) Century Yard, Cricket Square, Hutchins Drive, George Town, Grand Cayman, British West Indies

Telephone Number 001 345 945 3901

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business: To operate as a multi-class open ended investment company.



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PROCESSED

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THOMSON FINANCIAL

Type of Business Organization

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

Actual or Estimated Date of Incorporation or Organization: Month 0 4, Year 0 5, Actual, Estimated

Jurisdiction of Incorporation: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction) F N

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, 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.

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.

BNW

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 General and/or Managing Partner

Full Name (Last name first, if individual)

PAULSON-ELLIS, JEREMY

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

c/o Genesis Fund Manager, LLP, Barclays Court, Les Echelons, St. Peters Port, Guernsey GY1 6BA, Channel Islands

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

Full Name (Last name first, if individual)

HALLAM, JOHN

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

c/o Genesis Fund Manager, LLP, Barclays Court, Les Echelons, St. Peters Port, Guernsey GY1 6BA, Channel Islands

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

Full Name (Last name first, if individual)

BIRKETT, STEVE

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

c/o Genesis Fund Manager, LLP, Barclays Court, Les Echelons, St. Peters Port, Guernsey GY1 6BA, Channel Islands

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

Full Name (Last name first, if individual)

THORNE, MARK

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

c/o Dillon Eustace, Solicitors, Grand Canal House, 1 Upper Grand Canal Street, Dublin 4, Ireland

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

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

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

- | | | |
|---|--------------------------|-------------------------------------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | <u>\$5,000,000*</u> | |
| * <i>(Minimum subsequent investment is \$2,000,000, subject to the Manager's discretion to accept lesser amounts).</i> | Yes | No |
| 3. Does the offering permit joint ownership of a single unit?..... | <input type="checkbox"/> | <input type="checkbox"/> <u>N/A</u> |
| 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)

NONE

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 securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price (1)	Amount Already Sold (2)
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (specify) <u>Class A and Class B Shares corresponding to the Smaller Companies Portfolio</u>	\$300,000,000	\$95,132,020
Total	\$300,000,000	\$95,132,020

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	11	\$ 95,132,020
Non-accredited Investors	N/A	\$ N/A
Total (for filings under Rule 504 only)	N/A	\$ N/A

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	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ 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.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ 0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 10,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 100,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 25,000
Engineering Fees	<input checked="" type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 0
Other Expenses (identify) (<i>offering, issuance and listing fees</i>)	<input checked="" type="checkbox"/>	\$ 150,000
Total	<input checked="" type="checkbox"/>	\$ 285,000

- (1) The Issuer is offering Class A and Class B Shares corresponding to the Smaller Companies Portfolio on a continuous basis. The amount reflected is provided for the purpose of filing this Form D.
- (2) The amount and number sold reflect sales to U.S. and non-U.S. persons by the Issuer in the Smaller Companies Portfolio only.
- (3) The amount reflects an estimate of initial costs only. The Manager will bear all costs exceeding \$150,000.

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."

\$ 299,715,000

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.

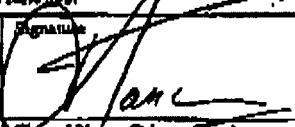
	Payments to Officers, Directors, and Advisors	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ (4)	<input checked="" type="checkbox"/> \$ (5)
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery 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>Investments</u>)	<input type="checkbox"/> \$	<input checked="" type="checkbox"/> \$ 299,715,000
Column Totals	<input checked="" type="checkbox"/> \$ (4)	<input checked="" type="checkbox"/> \$ 299,715,000
Total Payments Listed (column totals added)		\$ 299,715,000

(4) Genesis Fund Managers, LLP ("CFM"), an affiliate of the Issuer, serves as the Issuer's Investment Manager. CFM will be entitled to receive a management fee and an annual performance allocation. The Issuer's confidential offering materials set forth detailed discussions of the management fee and performance allocation.

(5) The Issuer will pay an annual fee to its Administrator, Custodian and any sub-custodian.

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 905, 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)(4) of Rule 907.

Issuer (Print or Type)	Signature	Date
GENESIS EMERGING MARKETS OPPORTUNITIES FUND LIMITED		9/22/05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
MARK THORNE	DIRECTOR	

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