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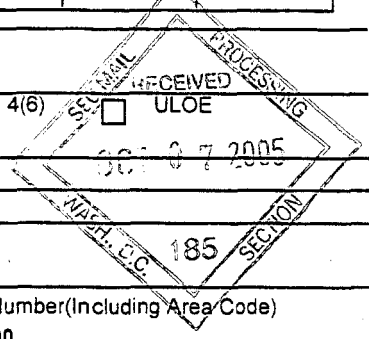
THOMSON FINANCIAL

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 table with OMB Number, Expires, and Estimated average burden.

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



Name of Offering (GIS Fund of Funds LLC) and Filing under (Rule 506 checked).

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer. Name of Issuer (GIS Fund of Funds LLC), Address of Executive Offices (1370 Avenue of the Americas), Telephone Number (212-554-5000).

Brief Description of Business: Fund of Funds. Type of Business Organization: other (please specify): LLC.



Actual or Estimated Date of Incorporation or Organization: 03/05 Actual. Jurisdiction of Incorporate of Organization: DE.

GENERAL INSTRUCTIONS

FEDERAL: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee, State.

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

WS

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
- i. Each promoter of the issuer, if the issuer has been organized within the past five years;
 - ii. 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;
 - iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
 - iv. 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)

Gagnon Advisors LLC

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

1370 Avenue of the Americas, New York NY 10019

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

Full Name(Last name first, if Individual)

Gagnon Neil J

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

1370 Avenue of the Americas,24th Floor New York NY 10019

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

Full Name(Last name first, if Individual)

Nordberg Wayne E

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

1370 Avenue of the Americas,24th Floor New York NY 10019

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?.....
Answer also in Appendix, Column 2, if filing under ULOE. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$ | <u>\$ 500,000.00</u> |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit?..... | <input type="checkbox"/> | <input type="checkbox"/> |
| 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 purchases 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

(Check "All States" or check individual States)..... All States

[AL] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	FL <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>	<input type="checkbox"/>
[IL] <input type="checkbox"/>	[IN] <input type="checkbox"/>	[IA] <input type="checkbox"/>	[KS] <input type="checkbox"/>	[KY] <input type="checkbox"/>	[LA] <input type="checkbox"/>	[ME] <input type="checkbox"/>	[MD] <input type="checkbox"/>	[MA] <input type="checkbox"/>	[MI] <input type="checkbox"/>	[MN] <input type="checkbox"/>	[MS] <input type="checkbox"/>	[MO] <input type="checkbox"/>	<input type="checkbox"/>
[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>	<input type="checkbox"/>
[RI] <input type="checkbox"/>	[SC] <input type="checkbox"/>	[SD] <input type="checkbox"/>	[TN] <input type="checkbox"/>	[TX] <input type="checkbox"/>	[UT] <input type="checkbox"/>	[VT] <input type="checkbox"/>	[VA] <input type="checkbox"/>	[WA] <input type="checkbox"/>	[WV] <input type="checkbox"/>	[WI] <input type="checkbox"/>	[WY] <input type="checkbox"/>	[PR] <input type="checkbox"/>	<input type="checkbox"/>

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.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities(including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other(Specify <u>Membership Units</u>).....	\$ <u>\$999,000,000.00</u>	\$ _____
Total.....	\$ <u>\$999,000,000.00</u>	\$ _____

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 of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	_____	\$ _____
Non-accredited Investors.....	_____	\$ _____
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 securities	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Regulation 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.....	<input checked="" type="checkbox"/>	\$0.00
Printing and Engraving Costs.....	<input checked="" type="checkbox"/>	\$0.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$0.00
Accounting Fees.....	<input checked="" type="checkbox"/>	\$0.00
Engineering Fees.....	<input checked="" type="checkbox"/>	\$0.00
Sales Commissions (specify finders' fees separately).....	<input checked="" type="checkbox"/>	\$0.00
Other Expenses(Identify).....	<input checked="" type="checkbox"/>	\$0.00
Total.....	<input checked="" type="checkbox"/>	\$0.00