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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 3235-0076, Expires May 31, 2005, and Estimated average burden 16.00 hours per response.



Name of Offering (checkbox for amendment) FrontPoint Offshore Value Discovery Fund, L.P. Filing Under (checkboxes for Rule 504, Rule 505, Rule 506, Section 4(6), ULOE) Type of Filing (checkboxes for New Filing, Amendment)

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Name of Issuer (checkbox for amendment) FrontPoint Offshore Value Discovery Fund, L.P. Address of Executive Offices Telephone Number Address of Principal Business Operations Telephone Number Brief Description of Business

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Type of Business Organization (checkboxes for corporation, limited partnership, business trust) Actual or Estimated Date of Incorporation or Organization (Month, Year, Actual, Estimated) Jurisdiction of Incorporation or Organization (two-letter U.S. Postal Service abbreviation)

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. 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. Information Required: A new filing must contain all information requested. 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.

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.

Handwritten signature

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)
FrontPoint Value Discovery Fund GP, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
FrontPoint Partners LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
FrontPoint Offshore Value Discovery Fund, Ltd.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o M&C Corporate Services, P.O. Box 309 G.T., Uglund House, South Church Street, Georgetown, Grand Cayman, Cayman Islands

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

Full Name (Last name first, if individual)
Ghaffari, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
Lev, Arthur

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
William G. Caffray

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
Garcia, Julio

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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

Full Name (Last name first, if individual)
Pace, Joanne

Business or Residence Address (Number and Street, City, State, Zip Code)
Two Greenwich Plaza, Greenwich, CT 06830

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..... | \$1,129,508,123 | \$1,129,508,123 |
| Other (Specify _____). | \$ _____ | \$ _____ |
| Total..... | \$1,129,508,123 | \$1,129,508,123 |

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..... | 31 | \$1,129,508,123 |
| Non-accredited Investors..... | _____ | \$ _____ |
| Total (for filings 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 Security | Dollar Amount Sold |
|-------------------|---------------------|-----------------------|
| Rule 505..... | _____ | \$ _____ |
| Regulation A..... | _____ | \$ _____ |
| Rule 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 type="checkbox"/> | \$ _____ |
| Printing and Engraving Costs..... | <input type="checkbox"/> | \$ _____ |
| Legal Fees..... | <input type="checkbox"/> | \$ _____ |
| Accounting Fees..... | <input type="checkbox"/> | \$ _____ |
| Engineering Fees..... | <input type="checkbox"/> | \$ _____ |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> | \$ _____ |
| Other Expenses (identify) _____ | <input type="checkbox"/> | \$ _____ |
| Total..... | <input type="checkbox"/> | \$ _____ |

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 in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$1,129,508,123

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 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>Invest in limited partner interest of affiliated entity</u> | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> <u>\$1,129,508,123</u> |
| | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| | <input type="checkbox"/> \$ _____ | <input type="checkbox"/> \$ _____ |
| Column Totals | <input type="checkbox"/> \$ _____ | <input checked="" type="checkbox"/> <u>\$1,129,508,123</u> |
| Total Payments Listed (column totals added)..... | <input checked="" type="checkbox"/> <u>\$1,129,508,123</u> | |

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) FrontPoint Offshore Value Discovery Fund, L.P. | Signature  | Date November 11, 2005 |
| Name of Signer (Print or Type) Arthur Lev | Title of Signer (Print or Type) Senior Vice President of Front Point Value Discovery Fund GP, LLC, General Partner of the Issuer | |

ATTENTION

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