# FORM D

RECEIVER

MAR 2 0 2007

UNITED STATES 3/9592 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

オ	OMB APPROVAL
	OMB Number:3235-0076
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	house per form16.00
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	~, v48820 *****

Name of Offeri  ${f Z}'$ check if this is an amendment and name has changed, and indicate change.) Offering of shares of K2 Overseas Long Short Fund, Ltd. ☐ Rule 505 Filing Under (Check box(es) that apply): Rule 504 ☑ Rule 506 Type of Filing: ■ New Filing Amendment A. BASIC IDENTIFICATION DATA <u>THOMSON</u> Enter the information requested about the issuer FINANCIAL Name of Issuer check if this is an amendment and name has changed, and indicate change. K2 Overseas Long Short Fund, Ltd. Address of Executive Offices: (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) c/o Maples Finance Services BVI Limited, P.O. Box 173, Kingston Chambers, Road Town, Tortola, British Virgin Islands Address of Principal Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business:** This company is structured as a multi-manager fund formed to seek superior investment returns with less volatility than the S&P 500 Index Type of Business Organization corporation ☐ limited partnership, already formed other (please specify) ☐ limited partnership, to be formed business trust

#### **GENERAL INSTRUCTIONS**

Actual or Estimated Date of Incorporation or Organization:

### 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).

CN for Canada; FN for other foreign jurisdiction)

Month

0

<u>Year</u>

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.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State;

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.



☐ Estimated

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2. Enter the information re					,					
Each promoter of the Each beneficial and a second an	e issuer, if the iss	uer has been organized wit	hin the past five years;	of 10% or more of	a class of equity excurities of the issuer					
<ul> <li>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;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> </ul>										
	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, i	f individual):	Douglass III, William	ı A.							
Business or Residence Adda	ress (Number and	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	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner					
Full Name (Last name first, i	f individual):	Saunders, David C.	- 100							
Business or Residence Adda	ress (Number and	Street, City, State, Zip Cod	le): 300 Atlantic Street, 12	<sup>th</sup> Floor, Stamford	I, Connecticut 06901					
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Director	General and/or Managing Partner					
Full Name (Last name first, i	f individual):	Ferguson, John T.								
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	le): 300 Atlantic Street, 12	th Floor, Stamford	I, Connecticut 06901					
Check Box(es) that Apply:	☑ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name first, i	f individual):	K2/D&S Managemen	t Company, LLC							
Business or Residence Addi	ress (Number and	Street, City, State, Zip Cod	e): 300 Atlantic Street, 1	2 <sup>th</sup> Floor, Stamfor	rd, Connecticut 06901					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Last name first, i	f individual):	Oklahoma City Empl	oyee Retirement System							
Business or Residence Add	ress (Number and	Street, City, State, Zip Cod	le): 420 West Main, Suite	120, Oklahoma C	ity, Oklahoma 73118					
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, i	f individual):	ABX Air, Inc.								
Business or Residence Addr	ress (Number and	Street, City, State, Zip Cod	le): 145 Hunter Drive, W	ilmington, OH 45	177					
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner					
Full Name (Last name first, i	f individual):	City of Richmond Re	tirement System							
Business or Residence Addr	ress (Number and	Street, City, State, Zip Cod	le): 900 East Broad Stree	t, Room 400, Rich	mond Virginia 23219					
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 Addr	ress (Number and	Street, City, State, Zip Cod	fe):							
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 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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
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 Add	ress (Number and	d Street, City, State, Zip Co	de):		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual):				
Business or Residence Add	ress (Number and	1 Street, City, State, Zip Co	de):		_
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual):				
Business or Residence Add	ress (Number and	d Street, City, State, Zip Co	de):		· · · · · · · · · · · · · · · · · · ·

#### ☐ Yes 🛛 No 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. \$1,000,000\* What is the minimum investment that will be accepted from any individual?..... Subject to reduction at the sole discretion of the Board of Directors Yes □ No Does the offering permit joint ownership of a single unit? 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) □ [KS] $\square$ [KY] $\square$ (LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] □ [NJ] □ [NM] □ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] □ (RI) 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)...... □ [AL] $\square$ [AK] $\square$ [AZ] $\square$ [AR] $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] ☐ [GA] ☐ [HI] [KY] □ [LA] [ME] [MD] □ [MA] □ [MI] [MN] [MS] [MO] □ [MT] □ [NE] □ [NV] □ [NH] □ [NJ] ☐ [MM] ☐ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] $\square$ (VA) $\square$ [WA] $\square$ [WV] $\square$ [WI] $\square$ [WY] $\square$ [PR] □ (RI) 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)...... $\square$ (AR) $\square$ [CA] $\square$ [CO] $\square$ [CT] $\square$ [DE] $\square$ [DC] $\square$ [FL] $\square$ [GA] $\square$ [HI] ☐ [AL] [AK] [AZ] $\square$ [KY] $\square$ [LA] $\square$ [ME] $\square$ [MD] $\square$ [MA] $\square$ [MI] $\square$ [MN] $\square$ [MS] $\square$ [MO] □ {IN]. □ [IA] ☐ (KS) ☐ [MT] □ [NE] [NV] □ (NH) $\square$ [NJ] $\square$ [NM] $\square$ [NY] $\square$ [NC] $\square$ [ND] $\square$ [OH] $\square$ [OK] $\square$ [OR] $\square$ [PA] □ (TN) □ [RI] (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

4 of 9

# CEEFOCRITOE RUDING CERTEXXEL PRIOR ENVIRONMENTAL POINT PRINCE RUDING PRI

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>\$</u>	
	Equity	\$	500,000,000	\$	138,062,606
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$	0	<u>\$</u>	0
	Partnership Interests	\$	0	<u>\$</u>	0
	Other (Specify)	\$	0	<u>\$</u>	0
	Total	\$	500,000,000	\$	138,062,606
2.	Answer also in Appendix, Column 3, if filing under ULOE  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		13	\$	138,062,606
	Non-accredited Investors		n/a	\$	n/a
	Total (for filings under Rule 504 only)		0	<u>\$</u>	0
3.	Answer also in Appendix, Column 4, if filing under ULOE  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	<u>\$</u>	n/a
	Regulation A	<u></u>	n/a	\$	n/a
	Rule 504		n/a	\$	n/a
	Total		n/a	<u>\$</u>	n/a
<b>1</b> .	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		🗆	\$	
	Printing and Engraving Costs		🗆	<u>\$</u>	
	Legal Fees		🛛	\$	35,739
	Accounting Fees		🛛	\$	180,711
	Engineering Fees		🗆	\$	
	Sales Commissions (specify finders' fees separately)		🗆	\$	
	Other Expenses (identify))		o`	\$	
	Total		🛛	\$	216,450

4	b.Enter the difference between the aggregate offering price given in response to Part C–Q and total expenses furnished in response to Part C–Question 4.a. This difference is the "aggress proceeds to the issuer."	adjusted			<u>.</u> <u>\$</u>	499,783	3,550
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, furnish estimate and check the box to the left of the estimate. The total of the payments listed muthe adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. a	ı an ıst equal	Payments:	to			
			Officers, Directors & Affiliates	&			nents to thers
	Salaries and fees		\$	0_		\$	00
	Purchase of real estate		\$	0		\$	0
	Purchase, rental or leasing and installation of machinery and equipment	o <sup>.</sup>	\$	0		<u>\$</u>	0
	Construction or leasing of plant buildings and facilities		<u>\$</u>	0	. 🗆	\$	
	offering that may be used in exchange for the assets or securities of another issue pursuant to a merger	er 🗆	\$	0		\$	0
	Repayment of indebtedness		<u>\$</u>	0		\$	0
	Working capital		<u>\$</u>	0	Ø	<b>\$</b> 499	,783 <u>,550</u>
	Other (specify):		\$	0	. 🗆	\$	0
	· ·		\$	0		\$	
	Column Totals		\$	0	⊠	<b>\$</b> 499,	,783, <u>550</u>
	Total payments Listed (column totals added)		☒	<u>\$ 4</u>	99,7	83,550	_
_	D. FEDERAL SIGNATU						
CC	his issuer has duly caused this notice to be signed by the undersigned duly authorized personstitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commy the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	on. If this	notice is filed unde oon written request	r Rule t of its s	505, the	e following e informatio	signature on furnished
-	suer (Print or Type)				ate		
	Overseas Long Short Fund, Ltd.  ame of Signer (Print or Type)  Tiple of Signer (Print or Type)			Ma	rch	15, 200	)7
	ame of Signer (Print or Type)  Tiple of Signer (Print or Type)  Ohn T. Ferguson  Tiple of Signer (Print or Type)  Ohler Compliance Officer, K2	2/D&S Ma	nagement Co., L.I	L.C., it:	s Inves	tment Man	ager
							•
	ATTENTION						
	Intentional misstatements or omissions of fact constitute federal	criminal v	violations. (See 1	B 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.

- 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.
- 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)
K2 Overseas Long Short Fund, Ltd.

Name of Signer (Print or Type)

John T. Ferguson

Signature

March 15, 2007

Title of Signer (Print or Type)

Chief Compliance Officer, K2/D&S Management Co., L.L.C., its Investment Manager

## 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.

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1		2	3		· ·	4	<del> </del>	5			
	to non-a	to sell ccredited s in State – Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State (Part C – Item 2)						
State	Yes	No	Shares	Number of Accredited Investors	Number of Accredited Non-Accredited						
AL		•									
AK											
AZ											
AR											
CA											
со			· · · · · · · · · · · · · · · · · · ·			·			ļ		
СТ		Х	\$500,000,000	1	\$500,000	0	0		X		
DE							:	:			
DC											
FL	 							<u>:</u>			
GA		X	\$500,000,000	1	\$9,500,000	0	0		X		
HI				<u> </u>		+					
ID			·						ű .		
IL			•								
IN											
IA KS			· · · · · · · · · · · · · · · · · · ·								
KY											
LA						,					
ME						+			· <u>-</u>		
MD					<u> </u>	1					
MA						+					
MI							<u></u>				
MN						1					
MS						1					
мо		х	\$500,000,000	3	\$14,690,000	0	\$0		х		
МТ											
NE						1					
NV							• • • • • • • • • • • • • • • • • • • •				
NH				<u> </u>							
NJ					_						
NM											

9 9				AP.	PENDIX				
									-1
1	2	2	3		4  Type of investor and  Amount purchased in State  (Part C – Item 2)				
	Intend to non-ad investors (Part B -	ccredited	Type of security and aggregate offering price offered in state (Part C – Item 1)						
State	Yės	No	Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NY									
NC		Х	\$500,000,000	<u>,</u> 1	\$1,983,400	0	\$0		Х
ND									
ОН		Х	\$500,000,000	3	\$33,887,385	0	\$0		Х
ок		Х	\$500,000,000	1	\$45,000,000	0	\$0		х
OR									
PA		х	\$500,000,000	1	\$10,000,000	0	\$0		х
RI									
sc									
SD									
TN									
TX		х	\$500,000,000	1	\$501,821	0	\$0		x
UT									
VT									
VA		Х	\$500,000,000	1	\$22,000,000	0	\$0		X
WA							·		
wv									
WI									
WY							·		<u> </u>
Non									