

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

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

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OMB APPROVAL						
OMB Number: Expires:	3235-0076 April 30, 2008					
Estimated average burden						

SEC USE ONLY					
Prefix		Serial			
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hours per response.

FrontPoint Healthcare Long Horizons Fund, L.P						
• • • • • • • • • • • • • • • • • • • •	☐ Rule 504	☐ Rule 505	Rule 506	Section 4(6)		
Type of Filing: New Filing 🔲	Amendment					
A. BASIC IDENTIFICATION DATA						
 Enter the information requested about the is: 						
Name of Issuer (check if this is an amen		changed, and indicate	change.)			
FrontPoint Healthcare Long Horizons Fund, L.P.						
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)						
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)						
(if different from Executive Offices)					ing raca coda,	
,						
Brief Description of Business				((44))) *******************************	. 1/4// 4/4) . 4-1	
07074044						
Type of Business Organization	•					
corporation	☐ limited partnershi	p, already formed		other (please specify):		
□ business trust	📙 limited partnershi	p, to be formed				
		Month	Year		_	
Actual or Estimated Date of Incorporation or Org	anization:			☐ Actual		
, ,	(Enter two-letter U.S CN for Canada; FN f			te:	AUG 0 2 2007 THOMSON	
GENERAL INSTRUCTIONS					THOMSON	
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. of 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 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 in the notice constitutes a part of this notice and must be completed.						

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.

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.

A. BASIC IDENTIFICATION DATA 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. ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) FrontPoint Healthcare Long Horizons 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 Executive Officer □ Director General and/or Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Hagarty, John 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) Boyle, Geraldine Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 ☐ Beneficial Owner Executive Officer □ Director General and/or Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) McKinney, T.A. Business or Residence Address (Number and Street, City, State, Zip Code) Two Greenwich Plaza, Greenwich, CT 06830 Check Box(es) that Apply: ☐ Beneficial Owner □ Director ☐ General and/or □ Promoter Managing Partner Full Name (Last name first, if individual) Arnold, Jill 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) Marmoll, Eric 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 Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Creaney, Robert 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		Director	☐ General and/or Managing Partner	
Full Name (Last name first, if	individual)	<u> </u>				
Munno, Dawn		I				
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)				
Two Greenwich Plaza, Green	wich, CT 06830					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if	individual)	i			•	
Mendelsohn, Eric						
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)				
Two Greenwich Plaza, Green	wich, CT 06830					
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner		Director	☐ General and/or Managing Partner	
Full Name (Last name first, if	individual)					
Webb, James G.						
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)				
Two Greenwich Plaza, Green	wich, CT 06830	<u>!</u>				
Check Box(es) that Apply:	☐ Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if	individual)					
FrontPoint Onshore Healthca	re Long Horizons	Fund, L.P.				
Business or Residence Addre	ess (Number and S	Street, City, State, Zip Code)				
Two Greenwich Plaza, Green	wich, 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)	1				
FrontPoint Offshore Healthcare Long Horizons Fund, L.P.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o M&C Corporate Services	, P.O. Box 309 G.1	Г., Ugland House, South Church S	Street, Georgetown, Gran	d Cayman, Cayman	Islands	
		,				

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 \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Offering Price Amount Already Sold Type of Security Debt..... \$ \$ Equity □ Preferred ☐ Common Convertible Securities (including warrants) \$66,759,000 Partnership Interests..... \$66,759,000 \$ \$ Total \$66,759,000 \$66,759,000 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." Aggregate Number Dollar Amount Investors of Purchases \$66,759,000 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)..... 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. **Dollar Amount** Type of Type of offering Security Sold Rule 505..... \$ Regulation A..... \$ Rule 504..... Total 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 Accounting Fees \$..□ \$ Other Expenses (identify)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

***	CTOFFERING PRICE NUMBER OF INVESTORS, EX	PENSES AN	D.	ISE OF PROGEEDS		
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference the "adjusted gross proceeds to the issuer."	erence is	\$66,584,000		,584,000	
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or p to be used for each of the purposes shown. If the amount for any purpose is no furnish an estimate and check the box to the left of the estimate. The total of the p listed must equal the adjusted gross proceeds to the issuer set forth in response t – Question 4.b above.	t known, ayments			•	
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees	[⊐	\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of machinery and equipment		⊐	\$		<u>\$</u>
	Construction or leasing of plant buildings and facilities	[\$		\$
	Acquisition of other businesses (including the value of securities involved in the	ils				
	offering that may be used in exchange for the assets or securities of another is pursuant to a merger)	ssuer 		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$		\$
	Other (specify): Private limited partnership investing in equity, equity-related other securities in the healthcare sector.	d and	⊐	\$	Ø	\$66,584,000
		i		\$		\$
	Column Totals			\$	×	\$66,584,000
	Total Payments Listed (column totals added)			☆ \$66,58	4,000	
anner en	ļ.		655.5		13055	
	DEFEDERAL SIGNAL			ettes la filad under Rule	505 I	ho following signature
con	a issuer has duly caused this notice to be signed by the undersigned duly authorized stitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange hished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of R	Commission	, up	on written request of its	staff, t	he information
Issi	uer (Print or Type) Signature			Date		
Fro	ntPoint Healthcare Long Horizons Fund, L.P.			July 3 , 2007		
Na	me of Signer (Print or Type) Title of Signer (Print or Type) Senior Vice President of FrontPoin	nt Mealthcare		no Horizone Fund GP 11	I C. ne	eneral nartner of the
T.A	McKinney Issuer	ICT TO BILLION TO		19 1012013 1 410 01 12		

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

