FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Section

SEC Mail Processing

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FORM D NOT PU UNIFOR

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TICE OF SALE OF SECURITIES	SEC L	ISE ONLY
RSUANT TO REGULATION D SECTION 4(6), AND/OR	Prefix	Serial
RM LIMITED OFFERING EXEMPTION	DATE	RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)							
Numeric World Market Neutral Of	Numeric World Market Neutral Offshore Fund I Ltd.						
Filing under (Check box(es) that ap		Section 4(6)	ULOE				
Type of Filing: New Filing							
	A. BASIC IDENTIFICATION DATA						
 Enter the information requested 	d about the issuer						
Name of Issuer (check if this is	s an amendment and name has changed, and indicat	te change.)					
Numeric World Market Neutral Of	fshore Fund I Ltd.		The state of the s				
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Num					
c/o Numeric Investors LLC		617-577-1166	141001611001611401611401614110161				
One Memorial Drive, Cambridge,	MA 02142	L.,	7.1918 (1914) (1814) (1910) (1814) (1914) (1814) (1914) (1814) (1814)				
Address of Principal Business Oper	rations (Number and Street, City, State, Zip Code)	Telephone Numl	08021813				
(if different from Executive Offices)							
Brief Description of Business		P					
Investments in securities		∇	55.5. —				
Type of Business Organization			PROCESSED				
□ corporation	☐ limited partnership, already formed ☐	other (please specify	1'				
☐ business trust	☐ limited partnership, to be formed		/ JAN 2 8 2008				
	MONTH YEAR		THOMSON IMAGENTATION OF THE PROPERTY OF THE PR				
Actual or Estimated Date of Incorpo	pration or Organization: 0 8 0 6	🛚 Actual 🔲 Est	imated				
Jurisdiction of Incorporation or Orga	anization: (Enter two- letter U.S. Postal Service abbre	eviation for State:	""NAINCIAL				
or instruction of instruction of orge	CN for Canada; FN for other foreign jurisdic		FN				
	or the same of the	,	r r				

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. 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 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 the 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.

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Enter the information re Each promote power to vote	r of the issuer, if	the issuer has been or	ganized within the past tion of, 10% or more of	five years; Each I	peneficial owner having the securities of the issuer;
Each executive issuers: and	e officer and dire	ector of corporate issue	ers and of corporate ger	neral managing pa	rtners of partnership
· · · ·	and managing p	artnership of partnersh	ip issuers.		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if in Raymond Journas	ndividual)				
Business or Residence Addres c/o Numeric Investors LLC		r and Street, City, State, Z al Drive, Cambridge, N			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if in Pacot Limited	ndividual)		" '		
Business or Residence Addres Nemours Chambers, P.O.		r and Street, City, State, Z d Town, Tortola, Britis	ip Code) sh Virgin Islands		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if in Trafaigar House Trustees		ne Trafalgar House Pe	nsion Trust		
Business or Residence Addres 30 Coleman St., London E		r and Street, City, State, Z and	ip Code)		
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if in Stichting Pensionfonds for		Techniek			
Business or Residence Addres Burgemeester Elsenlaan		r and Street, City, State, Z ijswijk, PO Box 5210, :		The Netherlands	
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if in Mayor and Burgesses of t		ough of Enfield on be	half of the London Bo	orough of Enfield	
Business or Residence Addres P.O. Box 54, Civic Centre,		r and Street, City, State, Z Enfield, Middlesex, Lo		end	
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if in Guardians of New Zealand		on Fund			
Business or Residence Addres Level 12, Quay Tower, 29		r and Street, City, State, Z t West, Auckland, Nev			
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if in Alfred P. Sloan Foundation					
Business or Residence Addres 630 Fifth Avenue, Suite 25		r and Street, City, State, Z NY 10111	ip Code)	•	
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if in Oil Investment Corporation					
Business or Residence Addres 30 Woodbourne Ave., Per		r and Street, City, State, Z Bermuda	ip Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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power to vote o	of the issuer, if r dispose, or di	the issuer has been on rect the vote or disposit	tion of, 10% or more of	a class of equity	
issuers; and		ector of corporate issue		eral managing pa	rtners of partnership
Each general as		artnership of partnershi			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind UGC Retirement Benefits T	rustees Ltd.				
Business or Residence Address Unipart House, Cowley, Ox		and Street, City, State, Zi , England	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number	and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number	r and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				•
Business or Residence Address	(Number	and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number	r and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number	r and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number	r and Street, City, State, Zi	p Code)	<u> </u>	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Number	r and Street, City, State, Zi	p Code)		<u>-</u>
	(Use blank sl	neet, or copy and use addi	tional copies of this sheet,	, as necessary.)	

	B. INFORMATION ABOUT OFFERING						
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No ⊠				
	Answer also in Appendix, Column 2, if filing under ULOE.	_	_				
2.	What is the minimum investment that will be accepted from any individual?	\$ <u>3,00</u>	000,000				
3.	3. Does the offering permit joint ownership of a single unit?						
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 N/A	I Name (Last name first, if individual)						
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)						
Nar	me of Associated Broker or Dealer						
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
(Ch		☐ All Si] □	[ID] 🔲				
[IL]		S]	[MO]				
[RI] Full	□ [SC] □ [SD] □ [TN] □ [TX] □ [UT] □ [VT] □ [VA] □ [WA] □ [WV] □ [WI] □ [W I Name (Last name first, if individual)	<u>т </u>	Irki Li				
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)						
Nar	me of Associated Broker or Dealer						
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
(Ch	neck "All States" or check individual States)	☐ All St I □	ates (ID) 🔲				
[IL] [MT]		Rj 🔲	[MO]				
[RI] Full	☐ [SC] ☐ [SD] ☐ [TN] ☐ [TX] ☐ [UT] ☐ [VT] ☐ [VA] ☐ [WA] ☐ [WV] ☐ [WI] ☐ [W I Name (Last name first, if individual)	<u> </u>	[PR] [_]				
Business or Residence Address (Number and Street, City, State, Zip Code)							
Nar	me of Associated Broker or Dealer						
Sta	ites in Which Person Listed Has Solicited or Intends to Solicit Purchasers						
		☐ All Si					
[AL]	\square [IN] \square [IA] \square [KS] \square [KY] \square [LA] \square [ME] \square [MD] \square [MA] \square [MI] \square [MN] \square [MI]	sj 🔲	(ID) (MO)				
[MT] [RI] [RI]	W [[W] [WA] [WA] [Va [W] [WA] [WA] [WA] [WA] [WA]	N	[PA]				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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1.	alre che	er the aggregate offering price of securities included in this offering and the total amount eady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, ick this box and indicate in the columns below the amounts of the securities offered for hange and already exchanged.		
		Type of Security	Aggregate Offering Price	Amount Already Sold
		Debt	\$ <u>0</u>	\$ <u>0</u>
		Equity	\$ <u>0</u>	\$ <u>0</u>
		Common Preferred	₩	<u>*=</u>
		Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
		Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
		Other (Specify British Virgin Islands Exempted Company Shares)	\$ <u>58,050,000</u>	\$ <u>58,050,000</u>
		Total	\$ <u>58,050,000</u>	\$ <u>58,050,000</u>
		Answer also in Appendix, Column 3, if filing under ULOE.	Ψ <u>ου,υου,υου</u>	<u> </u>
2.	this 504	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule, indicate the number of persons who have purchased securities and the aggregate dollar purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors	<u>4</u>	\$ <u>58,050,000</u>
		Non-accredited Investors	<u>0</u>	\$ <u>0</u>
		Total (for filing under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec moi	is filing is for an offering under Rule 504 or 505, enter the information requested for all urities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) of the first sale of securities in this offering. Classify securities by type listed in the twelve (12) of the first sale of securities in this offering.		
			Type of	Dollar Amount
		Type of offering	Security	Sold
		Rule 505		\$
		Regulation A		\$
		Rule 504		\$
		Total		\$
4.	issı	Furnish a statement of all expenses in connection with the issuance and distribution of the urities in this offering. Exclude amounts relating solely to organization expenses of the uer. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees.		\$ <u>0</u>
		Printing and Engraving Costs		\$ <u>0</u>
		Legal Fees.	⊠	\$ <u>12,000</u>
		Accounting Fees		\$ <u>0</u>
		Engineering Fees.		\$ <u>0</u>
		Sales Commissions (specify finders' fees separately)		_
		Other Expenses (identify)		_
		Total		
	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."		Ψ <u>12,000</u>
		uniciono is the adjusted gross proceeds to the issuer.		\$ <u>58,038,000</u>

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

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 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, & Payments To Others **Affiliates** □ \$0 Salaries and fees. □ \$0 □ \$0 □ \$0 Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant □ \$0 □ \$0 □ \$0 **■ \$58,038,000 ■** \$58,038,000 Total Payments Listed (column totals added)..... \$58,038,000 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) Signature **Numeric World Market Neutral Offshore** 1111108 Fund I Ltd. Name of Signer (Print or Type) Title of Signer (Print or Type) Director **Raymond Journas**

ATTENTION

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

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		E. STATE SIGNATURE				
1.	Is any party described in 17 CFR 23 provisions of such rule?	30.252(c), (d), (e) or (f) presently subject to any disqualification Yes No				
		See Appendix, Column 5, for state response.				
2.		lertakes to furnish to any state administrator of any state in which this notice is filed, a) 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.					
4.	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.					
5.	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)	Signature Date				
Numeric World Market Neutral Offshore Fund I Ltd.		Raymond Je journar 1/11/08				
Name (Print or Type)	Title (Print or Type)				
Raymo	nd Joumas	Director				

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Print the name 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 manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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1		to seil	3 Type of Security	4				5 Disqualification under State ULOE	
		on- edited s in State	and aggregate offering price offered in state		Type of inv amount purch	vestor and		(if yes, attach explanation of waiver granted)	
		-Item1)	(Part C-Item 1)		(Part C-	-Item 2)		(Part E	Item 1)
				Number of Accredited		Number of Non- Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
ΑZ									
AR									
CA									
СО									
СТ									
DE									
DC				·					
FL							. "		
GA							•		
н									
ID					-	-			
IL									
IN									
IA									
KS							·····		
KY									
LA		×	Shares - \$3,500,000	1	\$3,500,000	0	0		×
ME									
MD									
MA									
MI									
MN		×	Shares - \$12,550,000	1	\$12,550,000	0	0		⊠
MS									
МО		\boxtimes	Shares - \$17,000,000	1	\$17,000,000	0	0		☒

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				Ai	PPENDIX				
1	Intend to sell to non- accredited investors in State (Part B-Item1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			Disqual under Sta (if yes, explan	ification ate ULOE attach ation of granted) -Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
ŊJ			·						
NM									
NY		Ø	Shares - \$25,000,000	1	\$25,000,000	0	0		⊠
NC									
ND									
ОН									
ок									
OR									
PA									
RI									
sc									
SD									
TN									
ТX									
UT									
VT							•		
VA									
WA									
WV									
WI									
WY									
PR					<u></u>				
Other									

