FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION PROCESSED

OMB Number:

3235-0076

April 30, 2008

Expires:

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hours per response

16.00

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SEC

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Section

Washington, DC

FORM D MOSMOHT NOTICE OF SALE OF SECURITIE

PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

Name of Offering (L_) check if this is an amendment and name has changed, and indicate change.) Shares in Fontana Capital Enhanced Long Short Offshore Fund Limited	
Filing under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE Type of Filing: ☒ New Filing ☐ Amendment	
A. BASIC IDENTIFICATION DATA	i
Enter the information requested about the issuer	ļ
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Fontana Capital Enhanced Long Short Offshore Fund Limited	
Address of Executive Offices (Number and Street, City, State, Zip Code) Ogler Fiduciary Services (BVI) Limited, Nemours Chambers, PO Box 3170, Road Town, Tortola, British Virgin Islands Town, Tortola, British Virgin Islands	<u>i</u> 1
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) 99 Summer Street, Sulte 220, Boston, MA 02110	i
Brief Description of Business Investments in securities	_
Type of Business Organization	-
☐ corporation ☐ limited partnership, already formed ☐ Sother (please specify): BVI Business	s Company
☐ business trust ☐ limited partnership, to be formed	
Actual or Estimated Date of Incorporation or Organization: MONTH YEAR Actual Estimated	
CN for Canada; FN for other foreign jurisdiction)	

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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SEC 1972 (6-02)	Persons who respond	and to the collection of info	a currently valid OMB cor	form are not ntrol number.	_1 of 8
			IFICATION DATA		
power to vo	oter of the issuer, if ite or dispose, or di	the issuer has been or rect the vote or disposi	tion of, 10% or more of	a class of equity	beneficial owner having the securities of the issuer;
 Each execu issuers; and 		ector of corporate issue	rs and of corporate ger	neral managing pa	artners of partnership
 Each gener 	al and managing p	artnership of partnershi	p issuers.		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i Forrest Fontana	f individual)				
Business or Residence Addr c/o Fontana Capital, LL	ress (Number C, 99 Summer Str	and Street, City, State, Ziet, Suite 220, Boston	p Code) , MA 02110		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director □ Director	General and/or Managing Partner
Full Name (Last name first, i Pacot Limited	f individual)		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Addr Qwomar Complex, 4 th F		and Street, City, State, Z 70, Road Town, Tortol		ds	
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i The Regents of the Univ		la			
Business or Residence Addi 1111 Broadway, Suite 1		and Street, City, State, Z 94607	p Code)		
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 Addi	ress (Number	and Street, City, State, Z	p Code)		
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, Zi	ip Code)		
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, Z	p Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				

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

☐ Executive Officer

Director

General and/or

Managing Partner

(Number and Street, City, State, Zip Code)

☐ Beneficial Owner

(Number and Street, City, State, Zip Code)

Promoter

Business or Residence Address

Business or Residence Address

Full Name (Last name first, if individual)

Check Box(es) that Apply:

	•		
	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?	\$ 1,00	00,000
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No □
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.	N/A	
Full	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		
	neck "All States" or check individual States)	.□ All \$t Hi) □	tates [ID] 🔲
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[MT] [RI]		OR] [] MY] []	[PA] [PR]
	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		
	eck "All States" or check individual States)	.□ All St ∤i] □	
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[MT] [RI]		DR] MY]	[PA] [] [PR] []
	Name (Last name first, if individual)		
Bus	iness or Residence Address (Number and Street, City, State, Zip Code)		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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

1.	atro che	ter 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, eck this box and indicate in the columns below the amounts of the securities offered for change and already exchanged.	•		
		T (A)	Aggregate		Amount Already
		Type of Security	Offering Price		Sold
		Debt	\$		\$
		Equity	\$ <u>17,788,501</u>		\$ <u>17.788.501</u>
			\$		\$
		Partnership Interests	ş		Ф e
		Other (Specify)	s		<u> </u>
		Total	\$ <u>17.788.501</u>		\$ <u>17,788,501</u>
		Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>		<u> </u>
2.	this 504	ter the number of accredited and non-accredited investors who have purchased securities in soffering and the aggregate dollar amounts of their purchases. For offerings under Rule 4, indicate the number of persons who have purchased securities and the aggregate dollar ount 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	1		
		Non-accredited Investors	0		
		Total (for filing under Rule 504 only)		_	\$
		Answer also in Appendix, Column 4, if filing under ULOE.			
3.	sec	nis filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) in this prior to the first sale of securities in this offering. Classify securities by type listed in the C - Question 1.			
		Type of offering Rule 505.	Type of Security	•	Dollar Amount Sold \$
		Regulation A.			\$
		Rule 504			\$
		Total			\$
4.	sec issi	Furnish a statement of all expenses in connection with the issuance and distribution of the curities 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 aenditure is not known, furnish an estimate and check the box to the left of the estimate.	,	•	
		Transfer Agent's Fees.			
		Printing and Engraving Costs.		Ø	\$ <u>0</u>
		Legal Fees	[Ø	\$ <u>5,000</u>
		Accounting Fees		X	\$ <u>0</u>
		Engineering Fees.		\boxtimes	\$ <u>Q</u>
		Sales Commissions (specify finders' fees separately)		⊠)	\$ <u>0</u>
		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."		_	V
					\$ <u>17,783,501</u>

C. OFFERING PRICE	, NUMBER OF INVESTORS, EXPENSES AND US	SE O	F PROCEEDS	
used for each of the purposes shown. If estimate and check the box to the left of	d gross proceeds to the issuer used or proposed to the amount for any purpose is not known, furnish a the estimate. The total of the payments listed must a issuer set forth in response to Part C- Question 4	n i		•
			Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees			\$ <u>0</u>	□ \$0
Purchase of real estate			\$ <u>Q</u>	□ \$0
Purchase, rental or leasing and insta	Illation of machinery and equipment		\$ <u>0</u>	□ \$0
Acquisition of other business (includi	ings and facilities ing the value of securities involved in this offering a assets or securities of another issuer pursuant		\$ <u>0</u>	<u>□</u> .\$ <u>0</u>
	a assets or securines or another issuer pursuant		\$ <u>0</u>	□ \$ <u>0</u>
Repayment of Indebtedness			\$ Q	□ \$ <u>0</u>
Working capital			\$ <u>0</u>	□ \$0
Other (specify): Investments in secur	rities		\$ <u>0</u>	⊠ \$ <u>17.783.501</u>
Column Totals			\$ <u>0</u>	⊠ \$ <u>17,783,501</u> -
Total Payments Listed (column totals	s added)		⊠ \$ <u>17.783</u>	<u>3.501</u>
	D. FEDERAL SIGNATURE			
following signature constitutes an undertaking	igned by the undersigned duly authorized person. by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursual	Exch	nange Commissio	n, upon written
Issuer (Print or Type)	Signature / Dat) ;)
Fontana Capital Enhanced Long Short Offshore Fund Limited	for Fortare	•	3/13/	08
Name of Signer (Print or Type)	Title of Signer (Print or Type)		/ /	
Forrest Fontana	Director			
	· .			
	ATTENTION		·	
Intentional misstatements or omission	s of fact constitute federal criminal violations. (See	18 U.S.C. 1001.)	

	•	E. STATE SIGNATURE	•					
1,	Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule?				No ⊠			
		See Appendix, Column 5, for state response.						
2.	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 und by the issuer to offerees.	ertakes to furnish to the state administrators, upon writt	en request, informa	ation fu	mished			
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 behalf by the undersigned duly auth	and knows the contents to be true and has duly caused person.	f this notice to be s	signed (on its			
Issue	r (Print or Type)	Signature Date	7	1	•			
	ana Capital Enhanced Long Short	Art. Torland	3 3/.	07	3			

Title (Print or Type)

Director

Instruction:

Name (Print or Type)
Forrest Fontana

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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	•	•			APPENDIX	
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	to i accre investor	to sell non- edited s in State	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)			amount purchased in State (Part C-Item 2)		amount purch		amount purchased in State		under Sta (if yes, explan waiver	lification ate ULOE attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No					
AL		No.		IIIVestors	\$	tilvestors	\$							
AK					\$		\$							
AZ					\$		\$							
AR				<u></u>	\$		\$							
CA		Ø	Shares \$17,788,501	1	\$ <u>17,788,501</u>	0	\$ <u>0</u>		Ø					
СО					\$		\$							
СТ					\$		\$							
DE					\$		\$							
DC					\$		\$							
FL					\$		\$							
GA					\$		\$							
HI					\$		<u> </u>							
ID					\$		\$							
IL.					\$		\$							
IN					\$		\$							
IA					\$		\$							
KS					\$		<u>\$</u>							
KY					\$		\$							
LA					\$		\$							
ME					\$		\$							
MD					\$		\$							
МА					\$		\$							
ΜI					\$		\$							
MN					\$		\$							
MS							\$		0					
МО					\$		\$							

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	to i accre investor	I to sell non- edited s in State	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)				under Sta (if yes, explan waiver (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				IIIVESTOIS	\$	i iii ii	\$		
NE					\$		\$		
NV					\$		\$		
NH					\$		\$		
NJ					\$		\$		
NM					\$		\$		
NY					\$		\$		
NC					\$		\$		
ND					\$		\$		
ОН					\$		\$		
ок					\$		\$		
OR					\$		\$		
PA					\$		\$		
RI					\$		\$		
sc					\$		\$		
\$D					\$		\$		
TN					\$		\$		
TX					\$		\$		
UT		0			\$,	\$		
VT					\$		\$		
VA					\$		\$		
WA					\$		\$		
wv					\$		\$		
WI					\$		<u> </u>		
WÝ					\$		\$		
PR			,		\$		\$		
Other					\$		\$		

