UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Estimated average burden



TEMPORARY FORM D

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

Name of Offering ([] check if this is an amendme					
Brencourt Multi-Strategy International, Lt	d Offering of No	n-Voting Redeem	able Participating Sl	hares	
Filing Under (Check box(es) that apply):	[] Rule 504	[] Rule 505	[x] Rule 506	[]Section 4(6)	[]ULOE
Type of Filing: [] New Filing	[x] Amendment				
	A. BASIC ID	ENTIFICATION	DATA		
1. Enter the information requested about the iss	uer				
Name of Issuer ([] check if this is an amendment	and name has change	d, and indicate cha	ange.)		
Brencourt Multi-Strategy International, Lt	d.				UE HELLI TELEFORMUM CERTIFICATION
Address of Executive Offices (Nur	mber and Street, City,		Telephone Number (Includ	
/o Citco Fund Services (Bermuda) Limited,	Washington Mall	West, 2 nd	(441) 295-7149		
Floor, 7 Reid Street, Hamilton HM11 Berm					
	mber and Street, City,	State, Zip Code)	Telephone Number (Incluc	09037827
(if different from Executive Offices) same as abo	ve		same as above	******	
Brief Description of Business Investments in sec	curities				
Type of Business Organization					
[] corporation	[] limited partnersh	ip, already formed	[x] other (please specify): A	Bermuda Company
[] business trust	[] limited partnersh	ip, to be formed			
	Ī		ear		
Actual or Estimated Date of Incorporation or Orga	nization :	[08]	1]		[x] Actual
					[] Estimated
Jurisdiction of Incorporation or Organization:	`		ice abbreviation for Stat	te:	C PORT 2
	CN for Canada	; FN for foreign ju	risdiction)		[FN]
and the second s		D /15 CED (11 . 1. (2000)	11 / 1 (1 1 1	1 CD D /17

GENERAL INSTRUCTIONS Note: This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary From D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

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, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy 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

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	[x] Director						
[] General and/or Managing Partner Full Name (Last name first, if individual)										
Palmer, Michael	,									
Business or Residence Address (Na										
c/o Citco Fund Services (Bern	nuda) Limited, Was			M11 Bermuda						
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner anaging Member	[] Executive Officer	[x] Director						
Full Name (Last name first, if individual)										
Byrne, Martin										
Business or Residence Address (No										
c/o Citco Fund Services (Bern										
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner anaging Member	[] Executive Officer	[x] Director						
Full Name (Last name first, if indiv	vidual)									
McGovern, Christopher										
Business or Residence Address (No										
c/o Citco Fund Services (Bern										
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner anaging Member	[] Executive Officer	[] Director						
Full Name (Last name first, if indiv	•									
Business or Residence Address (N	umber and Street, City,	State, Zip Code)								
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner anaging Member	[] Executive Officer	[] Director						
Full Name (Last name first, if indiv										
Business or Residence Address (No	umber and Street, City,	State, Zip Code)								
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner	[] Executive Officer	[] Director						
Full Name (Last name first, if indiv		88		The second secon						
Business or Residence Address (N	umber and Street City	State Zin Code)								
Dasmess of Residence / Idaless (11)	amoer and street, sity,	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 Address (N	umber and Street, City,	State, Zip Code)								
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner	[] Executive Officer	[] Director						
Full Name (Last name first, if individual)										
Business or Residence Address (Number and Street, City, State, Zip Code)										
	(Use blank sheet	, or copy and use additional copies o	f this sheet, as necessary.)							

					B. IN	FORMA	HON AI	30U1 O	FFERIN	or Tourism street				
 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. What is the minimum investment that will be accepted from any individual? 								Yes []	No [x]					
									\$ <u>1,000,00</u>	<u>0</u>				
3. I	3. Does the offering permit joint ownership of a single unit?										Yes [x]	No []		
	Enter the inf		-	•			r will be n	aid or give	n directly	or indirect	tly any co	mmission	or similar	
r a	emuneration	n for solici oker or de	tation of p aler registe	urchasers in the contract with	in connect he SEC an	ion with sa d/or with a	lles of secu state or st	irities in thates, list th	e offering. ne name of	If a personant	on to be lis r or dealer	ited is an as . If more t	ssociated per han five (5)	rson or persons to
Full N	lame (Last r	ame first,	if individu	al)										
Busin	ess or Resid	ence Addr	ess (Numb	er and Stre	eet, City, S	tate, Zip C	ode)							,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Name	of Associat	ed Broker	or Dealer											
States	in Which P	erson Liste	ed Has Sol	icited or In	tends to S	olicit Purch	nasers							
States	in winen	CISON DISK	24 1143 501	icited of in	iterias to o	onen r arei	idoer 5							
			s" or check											States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full N	lame (Last r	ame first,	if individu	al)										
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City, S	tate, Zip C	Code)							
Namo	of Associat	ed Broker	or Dealer											
			OI Dealer			,								
States	in Which P	erson Liste	ed Has Sol	icited or In	tends to S	olicit Purcl	nasers							
	(Check	"All State	s" or check	c individua	ıl States)				•••••				[] Al	States
	[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full N	lame (Last r	ame first,	if individu	al)										
Busin	ess or Resid	ence Addr	ess (Numb	er and Stre	eet, City, S	tate, Zip C	Code)							
Name	of Associat	ed Broker	or Dealer			.,,								
States	in Which P	erson Liste	ed Has Sol	icited or In	tends to S	olicit Purcl	nasers							
	(Check	"All State	s" or check	c individua	ıl States)								[] All	States
	[AL] [IL] [MT] [RI]	[AK] [iN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
				(Use blank	sheet, or	copy and u	se addition	nal copies	of this shee	t, as neces	sary.)			

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	A	mount Already Sold
	Debt	\$	\$	
	Equity- Participating Shares[] Common [] Preferred	\$	_ \$	
	Convertible Securities (including warrants)	\$	\$	
	Partnership Interests	\$_10,000,000,000	\$ 1.3	761,478,858
	Other (specify)	\$	\$ <u>1,</u>	701,470,050
	Total	\$_10,000,000,000		761,478,858
	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	Aggreș	gate Dollar Amoun
		Investors		of Purchases
	Accredited Investors	115	\$ <u>1,</u>	<u>761,478,858</u>
	Non-accredited Investors	0	. \$. 0
	Total (for filings Under Rule 504 Only)	N/A	\$	N/A
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	D	ollar Amount
	Rule 505	Security	•	Sold
	Regulation A	<u>N/A</u>	2	N/A
	Rule 504	N/A	\$	N/A
	Kuic 304	N/A	2	N/A
	Total	N/A	\$	N/A
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		\$	
	Printing and Engraving Costs			
	Legal Fees			0,000
	Accounting Fees			0,000
	Engineering Fees		\$	
	Sales Commissions (Specify finder's fees separately)		\$ \$	******
	Other Expenses (identify): marketing expenses		\$	
	1 ()		Ψ	

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

Total [x]

50,000

	b. Enter the difference between the aggregate offering price given ir - Question 1 and total expenses furnished in response to Part C - difference is the "adjusted gross proceeds to the issuer."	Question 4.a.	This			\$_9,999,950,000
5.	Indicate below the amount of the adjusted gross proceeds to proposed to be used for each of the purposes shown. If the amount not known, furnish an estimate and check the box to the left of the of the payments listed must equal the adjusted gross proceeds to the response to Part C – Question 4.b above.	t for any purpo estimate. The	se is total			
				Payments to Directors, &		Payments To Others
	Salaries and fees		[]	\$		\$
					L J	•
	Purchase of real estate		[]	\$	[]	\$
	Purchase, rental or leasing and installment of machinery and eq	uipment	[]	\$	[]	\$
	Construction or leasing of plant buildings and facilities		[]	\$	[]	\$
	Acquisition of other businesses (including the value of securiti					
	in this offering that may be used in exchange for the assets of sof another issuer pursuant to a merger)		[]	\$	[]	\$
	Repayment of indebtedness		[]	\$	[]	\$
	Working capital		[]	\$	[]	\$
	Other: Investments in securities		[]	\$	[x]	\$_9,999,950,000
	Column totals		[]	\$	[x]	\$_9,999,950,000
	Total payments listed (column totals added)			[x] \$	9,999	0,950,000
	D. FEDERA	AL SIGNATU	RE			
constitut	er has duly caused this notice to be signed by the undersigned duly auties an undertaking by the issuer to furnish to the U.S. Securities and Extro any non-accredited investor pursuant to paragraph (b)(2) of Rule 5	change Commi	If this	s notice is filed un upon written requ	nder Rule 505, th	ne following signature ne information furnished by
		Signature				Date
	rint or Type) ourt Multi-Strategy International, Ltd.	m	۸.	SLA		3/13/19
Name of	Signer (Print or Type)	Title of Sign	er (Pri	nt or Type)		- 1 /) / 0 /
Micha	el Palmer	Director				

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

Attention

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