

# SECURITIES AND EXCHANGE COMMISSION

## FORM D/A

Official notice of an offering of securities that is made without registration under the Securities Act in reliance on an exemption provided by Regulation D and Section 4(6) under the Act.  
[amend]

Filing Date: **2013-01-11**  
SEC Accession No. [0000919574-13-000181](#)

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **M. Kingdon Offshore Ltd**

CIK:[917089](#) | IRS No.: **000000000** | State of Incorpor.:**E9** | Fiscal Year End: **1231**  
Type: **D/A** | Act: **33** | File No.: **021-91708-9N** | Film No.: **13525702**

#### Mailing Address

*C/O STATE STREET  
(CAYMAN) TRUST LIMITED  
GARDENIA COURT, SUITE  
3307, 45 MARKET ST  
CAMANA BAY, GRAND  
CAYMAN E9 KY1-1103*

#### Business Address

*C/O STATE STREET  
(CAYMAN) TRUST LIMITED  
GARDENIA COURT, SUITE  
3307, 45 MARKET ST  
CAMANA BAY, GRAND  
CAYMAN E9 KY1-1103  
345-914-8051*

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

| OMB APPROVAL                                 |               |
|--|---------------|
| OMB Number:                                  | 3235-0076     |
| Expires:                                     | June 30, 2012 |
| Estimated average burden hours per response: | 4.00          |

Notice of Exempt Offering of Securities

1. Issuer's Identity

|  |  |  |
|--|--|--|
| CIK (Filer ID Number)  | Previous Name(s) <input type="checkbox"/> None | Entity Type  |
| <a href="#">0000917089</a>                                     | <a href="#">M. Kingdon Offshore, Ltd.</a>      | <input type="checkbox"/> Corporation               |
| Name of Issuer   | <a href="#">M KINGDON OFFSHORE LTD</a>         | <input type="checkbox"/> Limited Partnership       |
| <a href="#">M. Kingdon Offshore Ltd</a>                        | <a href="#">M KINGDON OFFSHORE N V</a>         | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/<br>Organization                 |  | <input type="checkbox"/> General Partnership       |
| <a href="#">CAYMAN ISLANDS</a>                                 |  | <input type="checkbox"/> Business Trust            |
| Year of Incorporation/Organization                             |  | <input checked="" type="checkbox"/> Other          |
| <input checked="" type="checkbox"/> Over Five Years Ago        |  | <a href="#">Cayman Islands Exempted Company</a>    |
| <input type="checkbox"/> Within Last Five Years (Specify Year) |  |  |
| <input type="checkbox"/> Yet to Be Formed                      |  |  |

2. Principal Place of Business and Contact Information

|   |  |                          |                              |
|---|--|--------------------------|------------------------------|
| Name of Issuer  |  |                          |                              |
| <a href="#">M. Kingdon Offshore Ltd</a>                 |  |                          |                              |
| Street Address 1  | Street Address 2   |                          |                              |
| <a href="#">c/o State Street (Cayman) Trust Limited</a> | <a href="#">Gardenia Court, Suite 3307, 45 Market St</a> |                          |                              |
| City  | State/Province/Country                                   | ZIP/Postal Code          | Phone No. of Issuer          |
| <a href="#">CAMANA BAY, GRAND CAYMAN</a>                | <a href="#">CAYMAN ISLANDS</a>                           | <a href="#">KY1-1103</a> | <a href="#">345-914-8051</a> |

3. Related Persons

|  |                          |                       |
|--|--------------------------|-----------------------|
| Last Name  | First Name               | Middle Name           |
| <a href="#">Winters</a>                          | <a href="#">Alan</a>     | <a href="#">P.</a>    |
| Street Address 1                                 | Street Address 2         |                       |
| <a href="#">152 West 57th Street, 50th Floor</a> |                          |                       |
| City   | State/Province/Country   | ZIP/Postal Code       |
| <a href="#">New York</a>                         | <a href="#">NEW YORK</a> | <a href="#">10019</a> |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

[Alan P. Winters is Director of the Issuer and Chief Operating Officer of the Investment Manager, Kingdon Capital Management, L.L.C.](#)

|  |                          |                 |
|--|--------------------------|-----------------|
| Last Name                                | First Name               | Middle Name     |
| <a href="#">Hostettler</a>               | <a href="#">Philippe</a> |                 |
| Street Address 1                         | Street Address 2         |                 |
| <a href="#">112 route du Grand Lancy</a> |                          |                 |
| City                                     | State/Province/Country   | ZIP/Postal Code |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

| Last Name  | First Name                               | Middle Name                 |
|--|--|-----------------------------|
| Foglia   | Antonio                                  |                             |
| Street Address 1<br>Belgrave Capital Management Ltd. | Street Address 2<br>21 Palmer Street     |                             |
| City<br>London                                       | State/Province/Country<br>UNITED KINGDOM | ZIP/Postal Code<br>SW1H 0AD |

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

#### 4. Industry Group

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Agriculture   | <input type="checkbox"/> Health Care            | <input type="checkbox"/> Retailing                 |
| <input type="checkbox"/> Banking & Financial Services  | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking  | <input type="checkbox"/> Health Insurance       | Technology   |
| <input type="checkbox"/> Insurance   | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers                 |
| <input type="checkbox"/> Investing   | <input type="checkbox"/> Pharmaceuticals        | <input type="checkbox"/> Telecommunications        |
| <input type="checkbox"/> Investment Banking  | <input type="checkbox"/> Other Health Care      | <input type="checkbox"/> Other Technology          |
| <input checked="" type="checkbox"/> Pooled Investment Fund                                   | <input type="checkbox"/> Manufacturing          | Travel   |
| <input checked="" type="checkbox"/> Hedge Fund   | Real Estate                                     | <input type="checkbox"/> Airlines & Airports       |
| <input type="checkbox"/> Private Equity Fund   | <input type="checkbox"/> Commercial             | <input type="checkbox"/> Lodging & Conventions     |
| <input type="checkbox"/> Venture Capital Fund  | <input type="checkbox"/> Construction           | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Other Investment Fund   | <input type="checkbox"/> REITS & Finance        | <input type="checkbox"/> Other Travel              |
| *Is the issuer registered as an investment company under the Investment Company Act of 1940? | <input type="checkbox"/> Residential            | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                          | <input type="checkbox"/> Other Real Estate      |  |
| <input type="checkbox"/> Other Banking & Financial Services                                  |   |  |
| <input type="checkbox"/> Business Services   |   |  |
| Energy   |   |  |
| <input type="checkbox"/> Coal Mining   |   |  |
| <input type="checkbox"/> Electric Utilities  |   |  |
| <input type="checkbox"/> Energy Conservation   |   |  |
| <input type="checkbox"/> Environmental Services  |   |  |
| <input type="checkbox"/> Oil & Gas   |   |  |
| <input type="checkbox"/> Other Energy  |   |  |

#### 5. Issuer Size

- |                                      |   |
|--------------------------------------|---|
| Revenue Range                        | Aggregate Net Asset Value Range                       |
| <input type="checkbox"/> No Revenues | <input type="checkbox"/> No Aggregate Net Asset Value |
| \$1 - \$1,000,000                    | <input type="checkbox"/> \$1 - \$5,000,000            |

- |   |   |
|---|---|
| <input type="checkbox"/> \$1,000,001 - \$5,000,000    | <input type="checkbox"/> \$5,000,001 - \$25,000,000     |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000   | <input type="checkbox"/> \$25,000,001 - \$50,000,000    |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000   |
| <input type="checkbox"/> Over \$100,000,000           | <input type="checkbox"/> Over \$100,000,000             |
| <input type="checkbox"/> Decline to Disclose          | <input checked="" type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable               | <input type="checkbox"/> Not Applicable                 |

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#### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

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- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505  |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                                       |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)                               |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input checked="" type="checkbox"/> Investment Company Act Section 3(c)            |
|  | <input type="checkbox"/> Section 3(c)(1) <input type="checkbox"/> Section 3(c)(9)  |
|  | <input type="checkbox"/> Section 3(c)(2) <input type="checkbox"/> Section 3(c)(10) |
|  | <input type="checkbox"/> Section 3(c)(3) <input type="checkbox"/> Section 3(c)(11) |
|  | <input type="checkbox"/> Section 3(c)(4) <input type="checkbox"/> Section 3(c)(12) |
|  | <input type="checkbox"/> Section 3(c)(5) <input type="checkbox"/> Section 3(c)(13) |
|  | <input type="checkbox"/> Section 3(c)(6) <input type="checkbox"/> Section 3(c)(14) |
|  | <input checked="" type="checkbox"/> Section 3(c)(7)                                |

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#### 7. Type of Filing

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- New Notice Date of First Sale [1991-01-01](#)  First Sale Yet to Occur
- Amendment

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#### 8. Duration of Offering

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Does the Issuer intend this offering to last more than one year?  Yes  No

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#### 9. Type(s) of Securities Offered (select all that apply)

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- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Pooled Investment Fund Interests   | <input type="checkbox"/> Equity   |
| <input type="checkbox"/> Tenant-in-Common Securities   | <input type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities   | <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)   |

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#### 10. Business Combination Transaction

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Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

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#### 11. Minimum Investment

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Minimum investment accepted from any outside investor \$ [5,000,000](#) USD

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## 12. Sales Compensation

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Recipient Recipient CRD Number  None  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None  
Street Address 1 Street Address 2  
City State/Province/Country ZIP/Postal Code  
State(s) of Solicitation (select all that apply)  
Check "All States" or check individual States  All States  Foreign/non-US

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## 13. Offering and Sales Amounts

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Total Offering Amount \$ USD or  Indefinite  
Total Amount Sold \$ 5,338,434,577 USD  
Total Remaining to be Sold \$ USD or  Indefinite

Clarification of Response (if Necessary)

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## 14. Investors

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Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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## 15. Sales Commissions & Finders' Fees Expenses

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Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD  Estimate

Finders' Fees \$ 0 USD  Estimate

Clarification of Response (if Necessary)

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## 16. Use of Proceeds

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Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD  Estimate

Clarification of Response (if Necessary)

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## Signature and Submission

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Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer                  | Signature           | Name of Signer  | Title    | Date       |
|-------------------------|---------------------|-----------------|----------|------------|
| M. Kingdon Offshore Ltd | /s/ Alan P. Winters | Alan P. Winters | Director | 2013-01-11 |

*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 number.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.