

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2006-08-03** | Period of Report: **2006-08-01**
SEC Accession No. **0001170406-06-000010**

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FILER

CITIGROUP FAIRFIELD FUTURES FUND LP II

CIK: **1276262** | IRS No.: **000000000**

Type: **8-K** | Act: **34** | File No.: **000-51282** | Film No.: **061001105**

SIC: **6221** Commodity contracts brokers & dealers

Business Address
399 PARK AVENUE
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NEW YORK NY 10022
2125592011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 1, 2006

CITIGROUP FAIRFIELD FUTURES FUND L.P. II
(Exact name of registrant as specified in its charter)

New York	000-51282	56-2421596
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

c/o Citigroup Managed Futures LLC
731 Lexington Avenue - 25th Floor
New York, NY 10022
(Address and Zip Code of principal executive offices)

Registrant's telephone number, including area code: (212) 559-2011

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

|_ | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities

On August 1, 2006, the Fund issued 773.6650 Units in exchange for \$612,000 in a transaction that was not registered under the Act. The Units were issued in reliance upon applicable exemptions from registration under Section 4(2) of the Act and Section 506 of Regulation D promulgated thereunder.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CITIGROUP FAIRFIELD FUTURES FUND L.P. II

By: Citigroup Managed Futures LLC, General Partner

By /s/ David J. Vogel

David J. Vogel
President and Director

By /s/ Daniel R. McAuliffe, Jr.

Daniel R. McAuliffe, Jr.
Chief Financial Officer and Director

Date: August 3, 2006

Citigroup Managed Futures LLC

731 Lexington Avenue, 25th Floor
New York, New York 10022

August 3, 2006

VIA EDGAR

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Citigroup Fairfield Futures Fund L.P. II
Current Report on Form 8-K

Ladies and Gentlemen:

On behalf of Citigroup Fairfield Futures Fund L.P. II and pursuant to Rule 13a-11 promulgated by the Securities and Exchange Commission (the "Commission"), we transmit herewith for filing with the Commission via EDGAR a Current Report on Form 8-K pursuant to the Securities Exchange Act of 1934 and the rules and regulations thereunder.

Should members of the Commission's staff have any questions or comments with respect to this filing, please contact the undersigned at (212) 559-5046.

Very truly yours,

/s/ Jennifer Magro

Jennifer Magro