

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: **2013-01-09**
SEC Accession No. [0001478803-13-000001](#)

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

FILER

Marathon Liquid Credit Long Short Fund

CIK: **1478803** | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: **021-137726** | Film No.: **13519944**

Mailing Address
*CITCO TRUSTEES
(CAYMAN) LIMITED
REGATTA OFFICE PARK,
WEST BAY ROAD
GRAND CAYMAN E9
KY1-1205*

Business Address
*CITCO TRUSTEES
(CAYMAN) LIMITED
REGATTA OFFICE PARK,
WEST BAY ROAD
GRAND CAYMAN E9
KY1-1205
345-949-3838*

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 checked="" type="checkbox"/> None | Entity Type |
| 0001478803 | | <input type="checkbox"/> Corporation |
| Name of Issuer | | <input type="checkbox"/> Limited Partnership |
| Marathon Liquid Credit Long Short Fund | | <input type="checkbox"/> Limited Liability Company |
| Jurisdiction of Incorporation/ Organization | | <input type="checkbox"/> General Partnership |
| CAYMAN ISLANDS | | <input type="checkbox"/> Business Trust |
| Year of Incorporation/Organization | | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Over Five Years Ago | | Cayman Islands open-ended exempted unit trust |
| <input checked="" type="checkbox"/> Within Last Five Years (Specify Year) 2009 | | |
| <input type="checkbox"/> Yet to Be Formed | | |

2. Principal Place of Business and Contact Information

| | | | |
|--|---|--------------------------|------------------------------|
| Name of Issuer | | | |
| Marathon Liquid Credit Long Short Fund | | | |
| Street Address 1 | Street Address 2 | | |
| CITCO FUND SERVICES (CAYMAN ISLANDS) LTD | 89 NEXUS WAY, 2ND FLOOR | | |
| City | State/Province/Country | ZIP/Postal Code | Phone No. of Issuer |
| GRAND CAYMAN | CAYMAN ISLANDS | KY1-1205 | 345-949-3838 |

3. Related Persons

| Last Name | First Name | Middle Name |
|---|--------------------------|-----------------------|
| Marathon Asset Management, L.P. | n/a | |
| Street Address 1 | Street Address 2 | |
| One Bryant Park, 38th Floor | | |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10036 |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Investment Manager](#)

| Last Name | First Name | Middle Name |
|---|---|-----------------|
| Richards | Bruce | |
| Street Address 1 | Street Address 2 | |
| Marathon Asset Management, L.P. | One Bryant Park, 38th Floor | |
| City | State/Province/Country | ZIP/Postal Code |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

| Last Name | First Name | Middle Name |
|---|---|--------------------------|
| Hanover | Louis | |
| Street Address 1 Marathon Asset Management, L.P. | Street Address 2 One Bryant Park, 38th Floor | |
| City New York | State/Province/Country NEW YORK | ZIP/Postal Code 10036 |

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

| Last Name | First Name | Middle Name |
|---|---|--------------------------|
| Rabinowitz | Andrew | |
| Street Address 1 Marathon Asset Management, L.P. | Street Address 2 One Bryant Park, 38th Floor | |
| City New York | State/Province/Country NEW YORK | ZIP/Postal Code 10036 |

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 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 checked="" 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 | | |

- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- 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 |
| <input type="checkbox"/> \$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 |

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

- Rule 504(b)(1) (not (i), (ii) or (iii)) Rule 505
- Rule 504 (b)(1)(i) Rule 506
- Rule 504 (b)(1)(ii) Securities Act Section 4(6)
- Rule 504 (b)(1)(iii) Investment Company Act Section 3(c)
 - Section 3(c)(1) Section 3(c)(9)
 - Section 3(c)(2) Section 3(c)(10)
 - Section 3(c)(3) Section 3(c)(11)
 - Section 3(c)(4) Section 3(c)(12)
 - Section 3(c)(5) Section 3(c)(13)
 - Section 3(c)(6) Section 3(c)(14)
 - Section 3(c)(7)

7. Type of Filing

- New Notice Date of First Sale [2009-11-01](#) First Sale Yet to Occur

Amendment

8. Duration of Offering

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

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

- | | |
|--|---|
| <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) |

10. Business Combination Transaction

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)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ 5,000,000 USD

12. Sales Compensation

| | | |
|---|---|-----------------|
| Recipient | Recipient CRD Number <input type="checkbox"/> None | |
| (Associated) Broker or Dealer <input type="checkbox"/> None | (Associated) Broker or Dealer CRD Number <input type="checkbox"/> 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 | <input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US | |

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
Total Amount Sold \$ 103,570,064 USD
Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

14. Investors

- 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:

15. Sales Commissions & Finders' Fees Expenses

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)

16. Use of Proceeds

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)

Signature and Submission

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 |
|--|---------------------|---------------------|----------------------|------------|
| Marathon Liquid Credit Long Short Fund | Christine Chartouni | Christine Chartouni | Authorized Signatory | 2013-01-09 |

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.
