

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: **2011-11-07**
SEC Accession No. **0001497810-11-000005**

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

FILER

Lighthouse Multi-Strategy Fund Ltd

CIK: **1497810** | IRS No.: **000000000** | State of Incorporation: **E9** | Fiscal Year End: **1231**
Type: **D/A** | Act: **33** | File No.: **021-146237** | Film No.: **111184108**

Mailing Address
*45 MARKET STREET
SUITE 3205, 2ND FLOOR
GRAND CAYMAN E9 KY
1-9003*

Business Address
*45 MARKET STREET
SUITE 3205, 2ND FLOOR
GRAND CAYMAN E9 KY
1-9003
345-946-7412*

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) [0001497810](#) Previous Name(s) None Entity Type

Name of Issuer [Lighthouse Multi-Strategy Fund Ltd](#) [Lighthouse Navigator Fund Ltd](#) Corporation

Jurisdiction of Incorporation/Organization [CAYMAN ISLANDS](#) Limited Partnership

Year of Incorporation/Organization Over Five Years Ago Limited Liability Company

Within Last Five Years (Specify Year) 2008 General Partnership

Yet to Be Formed Other [exempted company](#)

2. Principal Place of Business and Contact Information

Name of Issuer [Lighthouse Multi-Strategy Fund Ltd](#)

Street Address 1 [45 MARKET STREET](#) Street Address 2 [SUITE 3205, 2ND FLOOR](#)

City [GRAND CAYMAN](#) State/Province/Country [CAYMAN ISLANDS](#) ZIP/Postal Code [KY 1-9003](#) Phone No. of Issuer [345-946-7412](#)

3. Related Persons

Last Name	First Name	Middle Name
Lighthouse Investment Partners LLC	Lighthouse Investment Partners LLC	
Street Address 1	Street Address 2	
3801 PGA Blvd.	Suite 500	
City	State/Province/Country	ZIP/Postal Code
Palm Beach Gardens	FLORIDA	33410

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Investment Manager](#)

Last Name	First Name	Middle Name
Lighthouse Navigator Master Fund Limited	Lighthouse Navigator Master Fund Limited	
Street Address 1	Street Address 2	
45 Market Street	Suite 3205, 2nd Floor	
City	State/Province/Country	ZIP/Postal Code
Grand Cayman	CAYMAN ISLANDS	KY 1-9003

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
LMA SPC	LMA SPC	
Street Address 1	Street Address 2	
45 Market Street	Suite 3205, 2nd Floor	
City	State/Province/Country	ZIP/Postal Code
Grand Cayman	CAYMAN ISLANDS	Ky 1-9003

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
McGould	Sean	G.
Street Address 1	Street Address 2	
3801 PGA Blvd.	Suite 500	
City	State/Province/Country	ZIP/Postal Code
Palm Beach Gardens	FLORIDA	33410

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Executive officer of Investment Manager](#)

Last Name	First Name	Middle Name
Perkins	Kelly	R.
Street Address 1	Street Address 2	
3801 PGA Blvd.	Suite 500	
City	State/Province/Country	ZIP/Postal Code
Palm Beach Gardens	FLORIDA	33410

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Executive officer of Investment Manager](#)

Last Name	First Name	Middle Name
Swan, III	Robert	P.
Street Address 1	Street Address 2	
3801 PGA Blvd.	Suite 500	
City	State/Province/Country	ZIP/Postal Code
Palm Beach Gardens	FLORIDA	33410

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

[Executive officer of Investment Manager](#)

Last Name	First Name	Middle Name
Perkins	J.	Scott
Street Address 1	Street Address 2	
3801 PGA Blvd.	Suite 500	
City	State/Province/Country	ZIP/Postal Code
Palm Beach Gardens	FLORIDA	33410

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Executive officer of Investment Manager

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 | <input type="checkbox"/> 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 | <input type="checkbox"/> Travel |
| <input checked="" type="checkbox"/> Hedge Fund | <input type="checkbox"/> 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 | | |
| <input type="checkbox"/> 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 |
| <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)

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

- 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 [2009-07-01](#) 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)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- 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 \$ [100,000](#) USD

12. Sales Compensation

Recipient Atlantic Trust Company	Recipient CRD Number <input checked="" type="checkbox"/> None None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None None	
Street Address 1 50 Rockefeller Plaza	Street Address 2 15th Floor	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10020
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

Recipient Suntrust Investment Services, Inc.	Recipient CRD Number <input type="checkbox"/> None 17499
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(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

303 Peachtree Center Avenue

Suite 140

City

State/Province/Country

ZIP/Postal Code

Atlanta

GEORGIA

30303

State(s) of Solicitation All States

Foreign/Non-US

Recipient

Recipient CRD Number None

UBS AG

8174

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

101 Park Avenue

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10178

State(s) of Solicitation All States

Foreign/Non-US

Recipient

Recipient CRD Number None

HFA Asset Management Limited

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

151 Macquarie Street

Level 5

City

State/Province/Country

ZIP/Postal Code

Sydney

AUSTRALIA

NSW 2000

State(s) of Solicitation All States

Foreign/Non-US

Recipient

Recipient CRD Number None

Sunrise Securities Corp.

29804

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

641 Lexington Avenue

25th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10022

State(s) of Solicitation All States

Foreign/Non-US

Recipient

Recipient CRD Number None

Primores AG

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None	None	
Street Address 1	Street Address 2	
Odeonhaus	Limmatquai 2	
City	State/Province/Country	ZIP/Postal Code
Zurich	SWITZERLAND	8001
State(s) of Solicitation <input checked="" type="checkbox"/> All States	<input type="checkbox"/> Foreign/Non-US	

13. Offering and Sales Amounts

Total Offering Amount \$ USD or Indefinite
Total Amount Sold \$ 16,636,949 USD
Total Remaining to be Sold \$ USD or Indefinite

Clarification of Response (if Necessary)

Total represents net account value as of 2/11.

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)

Placement Agents may receive up front commissions of up to 3% of amount invested in fund from certain investors & may also receive a portion of investment manager's management fee.

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)

Investment Manager is entitled to a monthly management fee, paid in arrears that may range up to 1.5% in some cases. And a performance fee equal to 10% of net capital appreciation for each month, based on a high water mark formula.

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
Lighthouse Multi-Strategy Fund Ltd	J. Scott Perkins	J. Scott Perkins	EMD, Lighthouse Investment Partners LLC, Investment Manager	2011-11-07

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.