

# 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: **2017-02-27**  
SEC Accession No. [0001180121-17-000002](#)

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

### FILER

#### **Pine Grove Offshore Fund Ltd.**

CIK: **1180121** | IRS No.: **000000000** | State of Incorpor.: **DO**  
Type: **D/A** | Act: **33** | File No.: **021-47069** | Film No.: **17640099**

Mailing Address	Business Address
MAYFLOWER MGMT. SERVICES (BERMUDA) LTD. 3RD FL, MINTFLOWER PL, 8 PAR-LA-VILLE RD HAMILTON DO HM 08	MAYFLOWER MGMT. SERVICES (BERMUDA) LTD. 3RD FL, MINTFLOWER PL, 8 PAR-LA-VILLE RD HAMILTON DO HM 08 441-542-6330

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) [0001180121](#) Previous Name(s)  None Entity Type  
[PINE GROVE OFFSHORE FUND LTD](#)  Corporation  
Name of Issuer [Pine Grove Offshore Fund Ltd.](#)  Limited Partnership  
Jurisdiction of Incorporation/Organization [BERMUDA](#)  Limited Liability Company  
 General Partnership  
Year of Incorporation/Organization  Other  
 Over Five Years Ago [Bermuda Exempted Company](#)  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer [Pine Grove Offshore Fund Ltd.](#)  
Street Address 1 [Mayflower Mgmt. Services \(Bermuda\) Ltd.](#) Street Address 2 [3rd Fl, Mintflower Pl, 8 Par-La-Ville Rd](#)  
City [Hamilton](#) State/Province/Country [BERMUDA](#) ZIP/Postal Code [HM 08](#) Phone No. of Issuer [441-542-6330](#)

3. Related Persons

Last Name	First Name	Middle Name
<a href="#">FRM Investment Management (USA) LLC</a>	<a href="#">n/a</a>	
Street Address 1 <a href="#">HSBC Tower</a>	Street Address 2 <a href="#">452 Fifth Avenue, 26th Floor</a>	
City <a href="#">New York</a>	State/Province/Country <a href="#">NEW YORK</a>	ZIP/Postal Code <a href="#">10018</a>

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

[Investment Manager](#)

Last Name	First Name	Middle Name
<a href="#">Pilgrim</a>	<a href="#">Ian</a>	
Street Address 1 <a href="#">Mayflower Mgmt. Services (Bermuda) Ltd.</a>	Street Address 2 <a href="#">3rd Fl, Mintflower Pl, 8 Par-La-Ville Rd</a>	
City	State/Province/Country	ZIP/Postal Code

Hamilton

BERMUDA

HM 08

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Morgan	Jonathan	
Street Address 1 Mayflower Mgmt. Services (Bermuda) Ltd.	Street Address 2 3rd Fl, Mintflower Pl, 8 Par-La-Ville Rd	
City Hamilton	State/Province/Country BERMUDA	ZIP/Postal Code HM 08

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Kuckelman	Solomon	E.
Street Address 1 FRM Investment Management (USA) LLC	Street Address 2 HSBC Twr., 452 Fifth Ave., 26th Fl.	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10018

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
McCloskey	Michelle	
Street Address 1 FRM Investment Management (USA) LLC	Street Address 2 HSBC Twr., 452 Fifth Ave., 26th Fl.	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10018

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Foehrenbach	Jens	
Street Address 1 FRM Investment Management (USA) LLC	Street Address 2 HSBC Twr., 452 Fifth Ave., 26th Fl.	
City New York	State/Province/Country NEW YORK	ZIP/Postal Code 10018

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hanna	Robert	Richard
Street Address 1	Street Address 2	
FRM Investment Management (USA) LLC	HSBC Twr., 452 Fifth Ave., 26th Fl.	
City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10018

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary)

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#### 4. Industry Group

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Agriculture   | <b>Health Care</b>                              | <input type="checkbox"/> Retailing                 |
| <b>Banking &amp; Financial Services</b>  | <input type="checkbox"/> Biotechnology          | <input type="checkbox"/> Restaurants               |
| <input type="checkbox"/> Commercial Banking  | <input type="checkbox"/> Health Insurance       | <b>Technology</b>                                  |
| <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          | <b>Travel</b>                                      |
| <input type="checkbox"/> Hedge Fund  | <b>Real Estate</b>                              | <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   |   |  |
| <b>Energy</b>  |   |  |
| <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  |   |  |

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#### 5. Issuer Size

- |   |   |
|---|---|
| <b>Revenue Range</b>                                  | <b>Aggregate Net Asset Value Range</b>                  |
| <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 |

Not Applicable

Not Applicable

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

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- 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)

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**7. Type of Filing**

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- New Notice Date of First Sale [1998-08-01](#)  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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- Pooled Investment Fund Interests  Equity  
 Tenant-in-Common Securities  Debt  
 Mineral Property Securities  Option, Warrant or Other Right to Acquire Another Security  
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security  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 \$ [100,000](#) USD

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**12. Sales Compensation**

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Recipient [Citigroup Global Markets Inc.](#) Recipient CRD Number  None [7059](#)  
(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

None

None

Street Address 1

Street Address 2

390-388 Greenwich Street

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10013-2396

State(s) of Solicitation  All States

Foreign/Non-US

Recipient

Recipient CRD Number  None

Fairview Securities, Inc.

35703

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number  None

None

None

Street Address 1

Street Address 2

154 Long Lots Road

City

State/Province/Country

ZIP/Postal Code

Westport

CONNECTICUT

06880

State(s) of Solicitation  All States

Foreign/Non-US

CALIFORNIA
CONNECTICUT
DISTRICT OF COLUMBIA
FLORIDA
ILLINOIS
MARYLAND
MASSACHUSETTS
MINNESOTA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
PENNSYLVANIA
TEXAS
VIRGINIA

Recipient

Recipient CRD Number  None

UBS Securities LLC

7654

(Associated) Broker or Dealer  None

(Associated) Broker or Dealer CRD Number  None

None

None

Street Address 1

Street Address 2

1285 Avenue of the Americas

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10019

State(s) of Solicitation  All States

Foreign/Non-US

Recipient  
[Suntrust Investment Services, Inc.](#)  
(Associated) Broker or Dealer  None  
None  
Street Address 1  
[303 Peachtree Center Avenue](#)  
City  
[Atlanta](#)  
State(s) of Solicitation  All States

Recipient CRD Number  None  
[17499](#)  
(Associated) Broker or Dealer CRD Number  None  
None  
Street Address 2  
[Suite 140](#)  
State/Province/Country  
[GEORGIA](#)  
 Foreign/Non-US

ZIP/Postal Code  
[30303](#)

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Recipient  
[Man Investment Inc.](#)  
(Associated) Broker or Dealer  None  
None  
Street Address 1  
[HSBC Tower, 452 5th Avenue](#)  
City  
[New York](#)  
State(s) of Solicitation  All States

Recipient CRD Number  None  
[15770](#)  
(Associated) Broker or Dealer CRD Number  None  
None  
Street Address 2  
[27th Floor](#)  
State/Province/Country  
[NEW YORK](#)  
 Foreign/Non-US

ZIP/Postal Code  
[10018](#)

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Recipient  
[Morgan Stanley](#)  
(Associated) Broker or Dealer  None  
None  
Street Address 1  
[2000 Westchester Avenue](#)  
City  
[Purchase](#)  
State(s) of Solicitation  All States

Recipient CRD Number  None  
[149777](#)  
(Associated) Broker or Dealer CRD Number  None  
None  
Street Address 2  
  
State/Province/Country  
[NEW YORK](#)  
 Foreign/Non-US

ZIP/Postal Code  
[10577-2530](#)

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Recipient  
[Stifel, Nicolaus & Company, Incorporated](#)  
(Associated) Broker or Dealer  None  
None  
Street Address 1  
[501 North Broadway](#)  
City  
[St. Louis](#)  
State(s) of Solicitation  All States

Recipient CRD Number  None  
[793](#)  
(Associated) Broker or Dealer CRD Number  None  
None  
Street Address 2  
  
State/Province/Country  
[MISSOURI](#)  
 Foreign/Non-US

ZIP/Postal Code  
[63102](#)

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### 13. Offering and Sales Amounts

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Total Offering Amount      \$                      USD or  Indefinite

Total Amount Sold            \$ 843,902,781 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)

Certain entities listed in Item 12 no longer paid comm. MII is an affiliate of FRM (USA). The Issuer did not pay sales comm. to MII in this offering. MII compensates its RRs a salary and disc. bonus, det. by factors, incl. assets raised for the Issuer.

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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
Pine Grove Offshore Fund Ltd.	Solomon E. Kuckelman	Solomon E. Kuckelman	Secretary of the Investment Manager	2017-02-27

***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.